

CHEMOCENTRYX, INC.

Reported by
EDWARDS THOMAS A.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/30/17 for the Period Ending 05/25/17

| | |
|-------------|---|
| Address | 850 MAUDE AVENUE MOUNTAIN VIEW, CA 94043 |
| Telephone | 650-210-2900 |
| CIK | 0001340652 |
| Symbol | CCXI |
| SIC Code | 2834 - Pharmaceutical Preparations |
| Industry | Pharmaceuticals |
| Sector | Healthcare |
| Fiscal Year | 12/31 |

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person * Edwards Thomas A. <small>(Last) (First) (Middle)</small> C/O CHEMOCENTRYX, INC., 850 MAUDE AVENUE <small>(Street)</small> MOUNTAIN VIEW, CA 94043 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol ChemoCentryx, Inc. [CCXI] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/25/2017</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|--------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 5/25/2017 | | A | | 12912 (1) | A | \$0.00 | 111656 | D | |
| Common Stock | 5/26/2017 | | M (2) | | 20362 | A | \$0.00 | 132018 | D | |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (3) | 5/26/2017 | | M | | 20362 | | (4) | (4) | Common Stock | 20362 | (3) | 0 | D | |

Explanation of Responses:

- (1) The restricted stock was awarded on May 25, 2017, and 100% of the restricted stock will vest on May 25, 2018, subject to the Reporting Person's continued service to the Company on such date. Shares will be delivered to the Reporting Person within thirty (30) days following the vesting date.
- (2) Shares were acquired upon vesting of restricted stock units awarded on May 26, 2016.
- (3) Each restricted stock unit represents a contingent right to receive one share of CCXI common stock.
- (4) 100% of the restricted stock units vested on May 26, 2017. Vested shares will be delivered to the Reporting Person within thirty (30) days following the vesting date.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Edwards Thomas A. C/O CHEMOCENTRYX, INC. 850 MAUDE AVENUE MOUNTAIN VIEW, CA 94043 | X | | | |

Signatures

/s/ Susan M. Kanaya, as Attorney-in-Fact

5/30/2017

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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