Intra-Cellular Therapies, Inc.

Form 4

December 15, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Section 16. Form 4 or Form 5 obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

may continue.

| 1. Name and Address of Reporting Person * Hineline Lawrence J. | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|----------|----------|--|--|--|--|--|
| | | | Intra-Cellular Therapies, Inc. [ITCI] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (===== an appneasie) | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | | |
| C/O INTRA-CELLULAR | | | 11/24/2015 | X Officer (give title Other (specify | | | |
| THERAPIES, INC., 430 EAST | | | | below) below) | | | |
| 29TH STREE | | 2, 10, 1 | | VP of Finance CFO | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | | |
| | | | • | _X_ Form filed by One Reporting Person | | | |
| NEW YORK NY 10016 | | | | Form filed by More than One Reporting | | | |

NEW YORK, NY 10016

Stock

| (City) | (State) | (Zip) Tabl | e I - Non-D | Derivative S | Securi | ties Acqu | ired, Disposed of | , or Beneficial | y Owned |
|--------------------------------------|---|---|---|--------------|------------------|--|--|---|---------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securit on(A) or Di (Instr. 3, | sposed | of (D) | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | |
| Common Stock | 11/24/2015 | | M | 5,000 | A | \$ 0.6 | 64,700 | D | |
| Common Stock | 12/14/2015 | | M(1) | 7,500 | A | \$ 0.6 | 72,200 | D | |
| Common Stock | 12/14/2015 | | S <u>(1)</u> | 9,893 | D | \$ 49.88 (2) | 62,307 | D | |
| Common | 12/14/2015 | | S <u>(1)</u> | 4,282 | D | \$ 50.93 | 58,025 | D | |

Person

(3)

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| Common Stock | 12/14/2015 | S <u>(1)</u> | 5,725 | D | \$ 52.01 (4) | 52,300 | D |
|-----------------|------------|--------------|--------|---|--------------------|--------|---|
| Common Stock | 12/14/2015 | S <u>(1)</u> | 2,600 | D | \$ 52.63 (5) | 49,700 | D |
| Common Stock | 12/15/2015 | M <u>(1)</u> | 12,500 | A | \$ 1.36 | 62,200 | D |
| Common Stock | 12/15/2015 | M(1) | 12,500 | A | \$ 1.5 | 74,700 | D |
| Common Stock | 12/15/2015 | S(1) | 11,236 | D | \$ 51.5 (6) | 63,464 | D |
| Common Stock | 12/15/2015 | S <u>(1)</u> | 11,264 | D | \$ 52.43 (7) | 52,200 | D |
| Common Stock | 12/15/2015 | M <u>(1)</u> | 10,000 | A | \$ 1.5 | 62,200 | D |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactio Code (Instr. 8) | 5. Number of tiorDerivative Securities) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exer Expiration D (Month/Day/ | ate | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|---|-------|---|--------------------|---|-------------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 0.6 | 11/24/2015 | | M | | 5,000 | (8) | 12/14/2015 | Common Stock | 5,000 |
| Stock Option (right to buy) | \$ 0.6 | 12/14/2015 | | M <u>(1)</u> | | 7,500 | (8) | 12/14/2015 | Common Stock | 7,500 |

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| Stock Option (right to buy) | \$ 1.36 | 12/15/2015 | M(1) | 12,500 | (8) | 12/05/2016 | Common Stock | 12,500 |
|--------------------------------------|---------|------------|--------------|--------|------------|------------|-----------------|--------|
| Stock Option (right to buy) | \$ 1.5 | 12/15/2015 | M <u>(1)</u> | 12,500 | <u>(8)</u> | 12/12/2017 | Common Stock | 12,500 |
| Stock Option (right to buy) | \$ 1.5 | 12/15/2015 | M <u>(1)</u> | 10,000 | <u>(8)</u> | 12/18/2018 | Common Stock | 10,000 |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Hineline Lawrence J. C/O INTRA-CELLULAR THERAPIES, INC. 430 EAST 29TH STREET NEW YORK, NY 10016

VP of Finance CFO

Signatures

/s/ Lawrence J. Hineline, Attorney-in-fact

12/15/2015 Date

**Signature of Reporting Person

Explanation of Responses:

- * 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).
- (1) The option exercises and sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 12, 2015.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.43 to \$50.42, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.44 to \$51.40, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.47 to \$52.45, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.47 to \$53.44, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.95 to \$51.94, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.95 to \$52.93, inclusive.

(8) All shares underlying this option have vested.

Reporting Owners 3

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Remarks:

The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Ex Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.