

Thompson Tommy G
Form 4
June 28, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Thompson Tommy G

2. Issuer Name and Ticker or Trading Symbol
UNITED THERAPEUTICS Corp
[UTHR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1040 SPRING ST.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/26/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

SILVER SPRING, MD 20910

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 06/28/2018 | | M | V 1,620 (1) A | \$ 0 3,370 | 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)

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| 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. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 06/26/2018 | | A | 1,870 ₍₃₎ | <u>(4)</u> | <u>(4)</u> | <u>(4)</u> | <u>(4)</u> | Common Stock | 1, |
| Stock Options | \$ 112.14 | 06/26/2018 | | A | 4,620 ₍₅₎ | 06/26/2019 ⁽⁶⁾ | 06/26/2028 | | | Common Stock | 4, |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 06/28/2018 | | M | 1,620 ₍₃₎ | <u>(7)</u> | <u>(7)</u> | <u>(7)</u> | <u>(7)</u> | Common Stock | 1, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Thompson Tommy G 1040 SPRING ST. SILVER SPRING, MD 20910 | X | | | |

Signatures

/s/ John S. Hess, Jr. under Power of Attorney 06/28/2018

**Signature of Reporting Person Date

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) Shares received upon vesting of restricted stock units on June 28, 2018. Restricted stock units converted on a one-for-one basis into shares of common stock.
 - (2) Each restricted stock unit represents the right to receive, following vesting, one share of United Therapeutics Corporation common stock.
 - (3) Annual non-employee director grant of restricted stock units, which are awarded and priced each year on the date of the issuer's Annual Meeting of Shareholders.

The restricted stock units vest on the one-year anniversary of the grant date only if the reporting person attends at least 75% of the regularly scheduled meetings of the issuer's Board and his or her committee meetings from the date of grant until the date of the issuer's next annual meeting of shareholders. Shares will be issued to the reporting person upon vesting unless the reporting person has elected to defer receipt of shares.
 - (5) Annual non-employee director grant of stock options, which are awarded and priced each year on the date of the issuer's Annual Meeting of Shareholders.

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- Award becomes fully vested on the one-year anniversary of the grant date only if the reporting person attends at least 75% of the
- (6) regularly scheduled meetings of the issuer's Board and his or her committee meetings from the date of grant until the date of the issuer's next annual meeting of shareholders.
 - (7) Restricted stock units were granted on June 28, 2017, and vested on June 28, 2018. The entire number of restricted stock units converted into shares of common stock upon vesting.

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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