

ARCA biopharma, Inc.
Form 4
March 03, 2014

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 *
BRISTOW MICHAEL R

(Last) (First) (Middle)

**ARCA BIOPHARMA, INC., 11080
CIRCLEPOINT ROAD, SUITE 140**

(Street)

WESTMINSTER, CO 80020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ARCA biopharma, Inc. [ABIO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/27/2014		A	V A	Amount 56,700 (1) Price \$ 1.95	D	
Common Stock					139,082	I	By Investocor Trust as sole Trustee
Common Stock					178,215	I	By NFS Custodian for Michael Bristow's IRA

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

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(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. 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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 1.95	02/27/2014		A	51,500	⁽³⁾ 02/27/2024	Common Stock	51,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRISTOW MICHAEL R ARCA BIOPHARMA, INC. 11080 CIRCLEPOINT ROAD, SUITE 140 WESTMINSTER, CO 80020	X		President and CEO	

Signatures

/s/ Patrick M. Wheeler,
Attorney-in-Fact

03/03/2014

**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).
- Represents shares issued as restricted stock units (an "RSU") under the Issuer's 2013 Equity Incentive Plan (the "Plan"). The RSUs vest in
- (1) four equal annual installments from the date of grant, provided that the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan prior to such time.
 - (2) Includes 125,000 previously reported shares issued as restricted stock units under the Plan.
 - (3) (3) Grant to the Reporting Person of a stock option under the Plan, vesting in 48 equal monthly installments from the date of grant, provided that the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the

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Plan prior to such time. In the event of a change in control of the Issuer, 50% of the unvested options shall become fully and immediately vested upon the closing date of such change in control, provided, however, that on the earlier of (i) the one-year anniversary of the closing date or (ii) involuntary termination, any options that remain unvested on such earlier date shall become fully and immediately vested.

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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