

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>ROSS MICHAEL JAY</u>  (Last) (First) (Middle) <u>ONE BOSTON PLACE</u> <u>201 WASHINGTON STREET, SUITE 3900</u>  (Street) <u>BOSTON MA 02108</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ophotech Corp. [ OPHT ]</u>	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 (Month/Day/Year) <u>06/01/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/01/2016		M		1,750	A	(1)	1,750	D	

**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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$58.29	06/02/2016		A		7,000		07/02/2016 <sup>(2)</sup>	06/01/2026	Common Stock	7,000	\$0.00	7,000	D	
Restricted Stock Units	<sup>(3)</sup>	06/02/2016		A		1,750		<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	1,750	\$0.00	1,750	D	

**Explanation of Responses:**

- As previously reported, on June 4, 2015 the Issuer awarded the Reporting Person a Restricted Stock Unit award which represented the contingent right to receive 1,750 shares of Issuer common stock. Pursuant to the terms of a Restricted Stock Unit Agreement by and between the Reporting Person and the Issuer, this Restricted Stock Unit award vested on June 1, 2016 with respect to 100% of the shares subject to the award, and the shares were issued to the Reporting Person.
- Subject to Reporting Person providing continued services to the Issuer and other terms and conditions under a stock option agreement by and between the Reporting Person and the Issuer, The option will vest and become exercisable in 12 consecutive, equal monthly installments commencing on July 2, 2016 until fully vested and exercisable on the first anniversary of the date of grant. Any unvested shares subject to the option will be accelerated in full one business day prior to the Issuer's 2017 annual meeting of stockholders.
- Each restricted stock unit represents the contingent right to receive one share of Issuer common stock upon vesting of the unit.
- Subject to Reporting Person providing continued services to the Issuer and other terms and conditions under a Restricted Stock Unit Agreement by and between the Reporting Person and the Issuer, this Restricted Stock Unit award will vest with respect to 100% of the shares subject to the award on the earlier of (i) the first anniversary of the grant date or (ii) one business day prior to the Issuer's 2017 annual meeting of stockholders.

**Remarks:**

/s/ Thomas B. Rosedale  
(Pursuant to Power of Attorney) 06/03/2016

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.