SMITH CLARENCE EDWARD
Form 4
May 22, 2018

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH CLARENCE EDWARD

(Last) (First) (Middle)

1845 COUNTRY ROAD #214

(Street)

ST. AUGUSTINE, FL 32084

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ProtoKinetix, Inc. [PKTX]

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/18/2018		P		10,000	A	$ 0.04	2,956,626	I	See footnote (1)
Common Stock	05/18/2018		P		20,000	A	$ 0.047	2,976,626	I	See footnote (1)
Common Stock	05/18/2018		P		50,000	A	$ 0.048	3,026,626	I	See footnote (1)
Common Stock	05/18/2018		P		107,047	A	$ 0.042	3,133,673	I	See footnote

									(1)
Common Stock	05/21/2018		P	60,000	A	$ 0.048	3,193,673	I	See footnote (1)
Common Stock	05/22/2018		P	187,000	A	$ 0.048	3,380,673	I	See footnote (1)
Common Stock							56,179,740	D	
Common Stock							1,850,000	I	See footnote (2)

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

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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. D Der Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	$ 0.06							(3)	08/31/2021	Common Stock	5,000,000	
Option	$ 0.05							(4)	12/31/2020	Common Stock	5,000,000	
Option	$ 0.08							(5)	12/31/2019	Common Stock	5,000,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

SMITH CLARENCE EDWARD 1845 COUNTRY ROAD #214 ST. AUGUSTINE, FL 32084	X	X	President & CEO

Signatures

/s/ Clarence E. Smith	05/22/2018
**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 held by the Clarence E. Smith Trust.

(2) Shares held in the reporting person's retirement account.

(3) Options granted pursuant to 2017 Stock Option and Stock Bonus Plan. On December 31, 2017, 1,250,000 shares vest; thereafter 1,250,000 vest each quarter.

(4) Options granted pursuant to 2017 Stock Option and Stock Bonus Plan. On March 31, 2017, 1,250,000 shares vest; thereafter 1,250,000 vest each quarter.

(5) Options granted pursuant to 2015 Stock Option and Stock Bonus Plan. On March 31, 2016, 1,250,000 shares vest; thereafter 1,250,000 vest each quarter.

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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