

Young Lachlan Grant
 Form 4
 November 13, 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 *
 Young Lachlan Grant

(Last) (First) (Middle)
 66438 ROSEBERY AVENUE
 (Street)

WEST VANCOUVER, A1 V7W
 2C6

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/09/2018

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)

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 | | | | | 6,850,000 | 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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Option | \$ 0.09 | 11/09/2018 | | A | 5,000,000 | <u>(1)</u> | 11/08/2023 | Common Stock | 5,000,000 |
| Stock Option | \$ 0.06 | | | | | <u>(2)</u> | 08/31/2021 | Common Stock | 5,000,000 |
| Stock Option | \$ 0.05 | | | | | <u>(3)</u> | 12/31/2020 | Common Stock | 5,000,000 |
| Warrant | \$ 0.1 | | | | | <u>(4)</u> | 04/22/2020 | Common Stock | 6,000,000 |
| Stock Option | \$ 0.04 | | | | | <u>(5)</u> | 02/28/2020 | Common Stock | 5,000,000 |
| Stock Option | \$ 0.08 | | | | | <u>(6)</u> | 12/31/2019 | Common Stock | 5,000,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Young Lachlan Grant 66438 ROSEBERY AVENUE WEST VANCOUVER, A1 V7W 2C6 | | X | | |

Signatures

/s/ Grant Young 11/12/2018

__Signature of Date
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) Options issued pursuant to the Amended 2017 Stock Option and Stock Bonus Plan on November 9, 2018. 1,250,000 shares of common stock vest March 31, 2019; thereafter 1,250,000 shall vest every three months.
 - (2) Options issued pursuant to the 2017 Stock Option and Stock Bonus Plan on September 1, 2017. 1,250,000 shares of common stock vested on December 31, 2017; thereafter 1,250,000 vested every three months and became fully vested on September 30, 2018.
 - (3) Options issued pursuant to the 2017 Stock Option and Stock Bonus Plan on January 1, 2017. 1,250,000 shares of common stock vested March 31, 2017; thereafter 1,250,000 vested every three months and became fully vested on December 31, 2017.
 - (4) Warrant issued on April 22, 2015 for the right to purchase 6,000,000 shares of common stock, exercisable in whole or in part, at any time and from time to time prior to the expiration date.

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- (5) Options issued pursuant to the 2015 Stock Option and Stock Bonus Plan on March 1, 2015. 1,250,000 shares of common stock vested March 1, 2015; thereafter 1,250,000 vested every three months and became fully vested on December 1, 2015.
- (6) Options issued pursuant to the 2015 Stock Option and Stock Bonus Plan on January 1, 2016. 1,250,000 shares of common stock vested on March 31, 2016; thereafter 1,250,000 shares vested every three months and became fully vested on December 31, 2016.

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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