

INOVIO PHARMACEUTICALS, INC.
 Form 4
 March 11, 2016

FORM 4

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

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).

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 *
 Weiner David B.

2. Issuer Name and Ticker or Trading Symbol
 INOVIO PHARMACEUTICALS, INC. [INO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/09/2016

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

660 W. GERMANTOWN PIKE, SUITE 100

(Street)

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

PLYMOUTH MEETING, PA 19462

(City) (State) (Zip)

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) | Code V Amount (D) Price | | |

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)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|-----------------------|--|----------------------|-----------------|---|------------------|------------------|---------------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Option | \$ 7.02 | 03/09/2016 | A | | 16,000 | | 03/09/2016 ⁽¹⁾ | 03/09/2026 | Common Stock | 16,000 |
| Common Stock Option | \$ 7.02 | 03/09/2016 | A | | 30,000 | | 03/09/2016 ⁽²⁾ | 03/09/2026 | Common Stock | 30,000 |
| Restricted Stock Unit | ⁽³⁾ | 03/09/2016 | A | | 16,000 | | ⁽³⁾ | ⁽³⁾ | Common Stock | 16,000 |
| Restricted Stock Unit | ⁽⁴⁾ | 03/09/2016 | A | | 30,000 | | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Weiner David B. 660 W. GERMANTOWN PIKE SUITE 100 PLYMOUTH MEETING, PA 19462 | X | | | |

Signatures

/s/ David B. Weiner
03/11/2016

**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) The vesting schedule for the 16,000 options is as follows: 4,000 shares vested on March 9, 2016; 4,000 shares will vest on March 9, 2017; 4,000 shares will vest on March 9, 2018; 4,000 shares will vest on March 9, 2019.
 - (2) The vesting schedule for the 30,000 options is as follows: 7,500 shares vested on March 9, 2016; 7,500 shares will vest on March 9, 2017; 7,500 shares will vest on March 9, 2018; 7,500 shares will vest on March 9, 2019.
 - (3) Each restricted stock unit represents a contingent right to receive one share of common stock. The vesting schedule for the 16,000 restricted stock units is as follows: 5,334 shares will vest on March 9, 2017; 5,333 shares will vest on March 9, 2018; 5,333 shares will vest on March 9, 2019. Vested units of restricted stock can be settled in shares of common stock, cash or a combination of both.
 - (4) Each restricted stock unit represents a contingent right to receive one share of common stock. The vesting schedule for the 30,000 restricted stock units is as follows: 10,000 shares will vest on March 9, 2017; 10,000 shares will vest on March 9, 2018; 10,000 shares

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will vest on March 9, 2019. Vested units of restricted stock can be settled in shares of common stock, cash or a combination of both.

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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