

Dinarello Charles A
 Form 4
 February 15, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Dinarello Charles A

2. Issuer Name and Ticker or Trading Symbol
 BIO-TECHNE Corp [TECH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 333 15TH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2018

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

BOULDER, CO 80302

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/13/2018		M		5,000	A	\$ 65.47 13,212
Common Stock	02/13/2018		S		2,495	D	\$ 135.76 10,717 <u>(1)</u>
Common Stock	02/13/2018		S		2,505	D	\$ 136.36 8,212 <u>(2)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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)	\$ 125.05					(3) 10/26/2027	Common Stock	3,125
Stock Option (right to buy)	\$ 101.19					10/26/2017 10/26/2026	Common Stock	3,985
Stock Option (right to buy)	\$ 87.34					10/29/2016 10/28/2025	Common Stock	4,260
Stock Option (right to buy)	\$ 91.78					10/30/2014 10/30/2024	Common Stock	4,000
Stock Option (right to buy)	\$ 87.39					10/31/2013 10/30/2023	Common Stock	4,000
Stock Option (right to buy)	\$ 66.9					10/25/2012 10/24/2022	Common Stock	5,000
Stock Option (right to buy)	\$ 70.35					10/27/2011 10/26/2021	Common Stock	5,000
	\$ 61.46					10/28/2010 10/27/2020		5,000

Stock Option (right to buy)	Price	Grant Date	Exercise Date	Quantity	Common Stock	Quantity
Stock Option (right to buy)	\$ 63.03		10/29/2009	10/28/2019	Common Stock	5,000
Stock Option (right to buy)	\$ 65.47	02/13/2018		M	5,000	10/23/2008 10/22/2018
Stock Option (right to buy)					Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dinarello Charles A 333 15TH STREET BOULDER, CO 80302		X		

Signatures

/s/ Sarah Tucher as Attorney-in-Fact for Charles A. Dinarello pursuant to Power of Attorney previously filed. 02/15/2018

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$135.61 to \$135.875, inclusive. The reporting person undertakes to provide Bio-Techne Corporation, any security holder of Bio-Techne Corporation or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$136.03 to \$136.66, inclusive. The reporting person undertakes to provide Bio-Techne Corporation, any security holder of Bio-Techne Corporation or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (3) The option vests on the earlier of the one year anniversary of the grant date (10/26/17) or the date of Bio-Techne's 2018 annual meeting of shareholders.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.