LERNER RICHARD A

Form 4

December 13, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

_ 10% Owner

Issuer

__X__ Director

Officer (give title

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

Intra-Cellular Therapies, Inc. [ITCI]

3. Date of Earliest Transaction

(Month/Day/Year)

Symbol

See Instruction 1(b).

(Last)

(Print or Type Responses)

LERNER RICHARD A

1. Name and Address of Reporting Person *

(First)

(Middle)

	-CELLULAR S, INC., 430 EAS ET	12/11/20 T	017				Officer (give below)	title Othe below)	r (specify	
Fi			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NEW YORK	X, NY 10016						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. Transactio Code (Instr. 8)	4. Securitin(A) or Dis (Instr. 3, 4)	posed	of (D)	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)	
Stock Common Stock	12/11/2017		M	12,500	A	\$ 1.5	8,621 60,000	D I	Held by the Lerner Family Trust UAD	
Common Stock	12/11/2017		S(2)	7,000	D	\$ 15.09	53,000	I	11/14/94 (1) Held by the Lerner	
Stock						13.03			the Lettiel	

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(3)

Family Trust UAD 11/14/94

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 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 or 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 or Number of Shares	
Stock Option (right to buy)	\$ 1.5	12/11/2017		M	12,5	500	<u>(4)</u>	12/12/2017	Common Stock	12,500	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LERNER RICHARD A C/O INTRA-CELLULAR THERAPIES, INC. 430 EAST 29TH STREET NEW YORK, NY 10016

X

Date

Signatures

/s/ Lawrence J. Hineline,

Attorney-in-fact 12/13/2017

**Signature of Reporting Person

Reporting Owners 2

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) Dr. Lerner may be deemed to beneficially own securities held by the Lerner Family Trust UAD 11/14/94 (the "Lerner Family Trust"). Dr. Lerner disclaims beneficial ownership of securities held by the Lerner Family Trust except to the extent of his pecuniary interest therein.
- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 10, (2) 2017. The proceeds from this sale will be used primarily to cover the reporting person's tax liability arising from the exercise of the option.
- (3) The shares were sold at prices ranging from \$14.97 to \$15.24. The reporting person will provide upon request to the SEC, the issuer or security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) All shares underlying this option have vested.

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.