

GENOCEA BIOSCIENCES, INC.

Form 4

February 02, 2015

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 *
Flehtner Jessica Baker

2. Issuer Name and Ticker or Trading Symbol
GENOCEA BIOSCIENCES, INC.
[GNCA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2015

____ Director
 Officer (give title below) _____ Other (specify below)
Sr. VP of Research

C/O GENOCEA BIOSCIENCES, INC., 100 ACORN DRIVE, 5TH FLOOR

(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

CAMBRIDGE, MA 02140

(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	01/29/2015		M ⁽¹⁾	1,614 A \$ 2.38	3,495 ⁽²⁾	D	
Common Stock	01/29/2015		S ⁽¹⁾	1,614 D \$ 8.5	1,881	D	
Common Stock	02/02/2015		M ⁽¹⁾	1,614 A \$ 2.38	3,495	D	
Common Stock	02/02/2015		S ⁽¹⁾	1,614 D \$ 8.5	1,881	D	
	02/02/2015		M ⁽¹⁾	1,471 A	3,352	D	

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Common Stock					\$	2.38		
Common Stock	02/02/2015		S ⁽¹⁾	1,471	D	\$ 8.5	1,881	D

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

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(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 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)	\$ 2.38	01/29/2015		M ⁽¹⁾	1,614	⁽³⁾ 06/29/2019	Common Stock	1,614
Stock Option (Right to Buy)	\$ 2.38	02/02/2015		M ⁽¹⁾	1,614	⁽³⁾ 06/29/2019	Common Stock	1,614
Stock Option (Right to Buy)	\$ 2.38	02/02/2015		M ⁽¹⁾	1,471	⁽⁴⁾ 06/29/2019	Common Stock	1,471

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flechner Jessica Baker C/O GENOCEA BIOSCIENCES, INC. 100 ACORN DRIVE, 5TH FLOOR			Sr. VP of Research	

CAMBRIDGE, MA 02140

Signatures

/s/ Robert E. Farrell, Jr.,
Attorney-in-Fact

02/02/2015

__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 reported transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Amount adjusted to reflect shares acquired under the registrant's Employee Stock Purchase Plan.
- (3) The option vested 6.25% on 06/30/09 and the remainder in equal monthly installments for the next four years thereafter.
- (4) The option vested 6.25% on 06/30/09 and the remainder in equal monthly installments for the next four years thereafter.

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.