

KERYX BIOPHARMACEUTICALS INC
 Form 4
 January 06, 2014

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 *
BENTSUR RON

(Last) (First) (Middle)

C/O KERYX
 BIOPHARMACEUTICALS,
 INC., 750 LEXINGTON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**KERYX
 BIOPHARMACEUTICALS INC
 [KERX]**

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/02/2014

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)
 Chief Executive Officer

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 Indirect Ownership (Instr. 4)
Common Stock	01/02/2014		A	(A) or (D) 26,611 (1)	\$ 0 885,676 (2)	D	
Common Stock	01/03/2014		S	5,257 D	\$ 12.57 880,419 (2) (3)	D	

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.63	01/02/2014		A	62,092	01/02/2015 ⁽⁴⁾ 01/02/2024	Common Stock	62,092

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENTSUR RON C/O KERYX BIOPHARMACEUTICALS, INC. 750 LEXINGTON AVENUE NEW YORK, NY 10022	X		Chief Executive Officer	

Signatures

/s/ Ron Bentsur 01/06/2014

**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 26,611 shares are restricted common stock, with one-third of the 26,611 shares vesting on January 2, 2015, and one-twelfth vesting on each of April 2, 2015, July 2, 2015, October 2, 2015, January 2, 2016, April 2, 2016, July 2, 2016, October 2, 2016, and January 2, 2017.

(2) Includes 454,277 shares of restricted stock.

(3) Sale of a total of 5,257 shares of common stock was made in order to satisfy Mr. Bentsur's income tax withholding obligation upon the vesting of 13,166 shares of restricted stock on January 2, 2014. Mr. Bentsur had no discretion with respect to such sale, which was transacted automatically in accordance with the Issuer's corporate policies regarding the vesting of restricted stock.

(4) The options vest according to the following schedule: one-third of the 62,092 options will vest on January 2, 2015, and one-twelfth will vest on each of April 2, 2015, July 2, 2015, October 2, 2015, January 2, 2016, April 2, 2016, July 2, 2016, October 2, 2016, and January

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2, 2017.

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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