

TREVENA INC

Form 4

October 25, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOWEN MAXINE

(Last) (First) (Middle)

**C/O TREVENA, INC., 1018 WEST
8TH AVENUE, SUITE A**

(Street)

KING OF PRUSSIA, PA 19406

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TREVENA INC [TRVN]

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

10/20/2016

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)

President & CEO

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 Beneficial Ownership (Instr. 4)
Common Stock	10/20/2016		G ⁽¹⁾	V 10,000 D \$ 0 8,084		D	
Common Stock	10/20/2016		G ⁽¹⁾	V 10,000 A \$ 0 154,000		I	By Spouse (2)
Common Stock	10/20/2016		G ⁽³⁾	V 4,084 D \$ 0 4,000		D	
Common Stock	10/20/2016		G ⁽³⁾	V 4,084 A \$ 0 139,109		I	By Trust (4)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GOWEN MAXINE C/O TREVENA, INC. 1018 WEST 8TH AVENUE, SUITE A KING OF PRUSSIA, PA 19406	X President & CEO

Signatures

/s/John Limongelli,
Attorney-in-Fact 10/25/2016

**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) This transaction involved a gift of securities by the reporting person to her spouse.
These shares are held by the reporting person's spouse. The reporting person disclaims beneficial ownership of the shares held by her spouse, and this report should not be deemed an admission that the reporting person is the beneficial owner of her spouse's shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3) This transaction involved a gift of securities by the reporting person to the Brian MacDonald Irrevocable Trust.
- (4) These shares are held by the Brian MacDonald Irrevocable Trust. The reporting person's spouse is the beneficiary and the Trustee of the Brian MacDonald Irrevocable Trust. The reporting person disclaims beneficial ownership of the shares held by the Brian MacDonald Irrevocable Trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of her children's

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shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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