

SMITH CLARENCE EDWARD  
 Form 4  
 November 13, 2018

**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 \*  
 SMITH CLARENCE EDWARD

(Last) (First) (Middle)  
 1845 COUNTRY ROAD #214  
 (Street)

ST. AUGUSTINE, FL 32084

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 ProtoKinetix, Inc. [PKTX]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/09/2018

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 4,746,802   | I  | See footnote <u>(1)</u>           |
| Common Stock                    |                                      |  |                                |   | 57,020,500  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 1,850,000   | I  | See footnote <u>(2)</u>           |

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

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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) |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Stock Option                               | \$ 0.09  | 11/09/2018                           |  | A                              | 5,000,000   | (3)  | 11/08/2023  | Common Stock | 5,000,000            |
| Stock Option                               | \$ 0.06  |                                      |  |                                |   | (4)  | 08/31/2021  | Common Stock | 5,000,000            |
| Stock Option                               | \$ 0.05  |                                      |  |                                |   | (5)  | 12/31/2020  | Common Stock | 5,000,000            |
| Stock Option                               | \$ 0.08  |                                      |  |                                |   | (6)  | 12/31/2019  | Common Stock | 5,000,000            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| SMITH CLARENCE EDWARD<br>1845 COUNTRY ROAD #214<br>ST. AUGUSTINE, FL 32084 | X             | X         | President & CEO |       |

## Signatures

/s/ Clarence E. Smith  
11/12/2018

\*\*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) Shares held by the Clarence E. Smith Trust.

(2) Shares held by Mr. Smith's retirement account.

(3) Options granted pursuant to Amended 2017 Stock Option and Stock Bonus Plan. On March 31, 2019, 1,250,000 shares vest; thereafter 1,250,000 shares vest each quarter.

(4) Options granted pursuant to 2017 Stock Option and Stock Bonus Plan. On December 31, 2017, 1,250,000 shares vested; thereafter 1,250,000 shares vested each quarter.

(5)

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Options granted pursuant to 2017 Stock Option and Stock Bonus Plan. On March 31, 2017, 1,250,000 shares vested; thereafter 1,250,000 shares vested each quarter.

- (6) Options granted pursuant to 2015 Stock Option and Stock Bonus Plan. On March 31, 2016, 1,250,000 shares vested; thereafter 1,250,000 shares vested each quarter.

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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