

Xenon Pharmaceuticals Inc.
 Form 4
 September 24, 2015

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 *
GOLDBERG Y. PAUL

(Last) (First) (Middle)

C/O XENON
 PHARMACEUTICALS INC, 200 -
 3650 GILMORE WAY

(Street)

BURNABY, A1 V5G 4W8

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Xenon Pharmaceuticals Inc. [XENE]

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

09/22/2015

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)
 VP of Clinical Development

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)
			Code	V	Amount	Price	
Common Shares	09/22/2015		M		411	\$ 5.22 (1)	D
Common Shares	09/22/2015		F		198	\$ 9.53 (2)	D
Common Shares	09/22/2015		M		2,057	\$ 3.21 (3)	D
Common Shares	09/22/2015		F		610	\$ 9.53 (2)	D
Common Shares	09/22/2015		M		1,028	\$ 3.77 (3)	D

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Common Shares	09/22/2015	F	305	D	<u>\$ 9.53</u> (2)	8,486	D
Common Shares	09/22/2015	M	5,144	A	<u>\$ 3.07</u> (3)	13,630	D
Common Shares	09/22/2015	F	1,525	D	<u>\$ 9.53</u> (2)	12,105	D
Common Shares	09/22/2015	M	6,172	A	<u>\$ 3.56</u> (3)	18,277	D
Common Shares	09/22/2015	F	1,829	D	<u>\$ 9.53</u> (2)	16,448	D
Common Shares	09/22/2015	M	3,703	A	<u>\$ 3.52</u> (3)	20,151	D
Common Shares	09/22/2015	F	1,098	D	<u>\$ 9.53</u> (2)	19,053	D
Common Shares	09/22/2015	M	3,115	A	<u>\$ 3.73</u> (3)	22,168	D
Common Shares	09/22/2015	F	923	D	<u>\$ 9.53</u> (2)	21,245	D
Common Shares	09/22/2015	M	7,973	A	<u>\$ 2.68</u> (4)	29,218	D
Common Shares	09/22/2015	F	1,687	D	<u>\$ 9.53</u> (2)	27,531	D
Common Shares	09/22/2015	M	785	A	<u>\$ 2.68</u> (4)	28,316	D
Common Shares	09/22/2015	F	167	D	<u>\$ 9.53</u> (2)	28,149	D
Common Shares	09/22/2015	S	6,149	D	\$ <u>9.3323</u> (5)	22,000	D
Common Shares	09/23/2015	S	4,000	D	<u>\$ 9.02</u> (6)	18,000	D
Common Shares	09/24/2015	S	12,000	D	<u>\$ 8.6</u> (7)	6,000	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)

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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)	\$ 5.22 ⁽¹⁾	09/22/2015		M	411	⁽⁸⁾ 12/31/2015	Common Shares	411
Stock Option (Right to Buy)	\$ 3.21 ⁽³⁾	09/22/2015		M	2,057	⁽⁹⁾ 12/31/2016	Common Shares	2,057
Stock Option (Right to Buy)	\$ 3.77 ⁽³⁾	09/22/2015		M	1,028	⁽¹⁰⁾ 12/31/2017	Common Shares	1,028
Stock Option (Right to Buy)	\$ 3.07 ⁽³⁾	09/22/2015		M	5,144	⁽¹¹⁾ 12/31/2018	Common Shares	5,144
Stock Option (Right to Buy)	\$ 3.56 ⁽³⁾	09/22/2015		M	6,172	⁽¹²⁾ 12/31/2019	Common Shares	6,172
Stock Option (Right to Buy)	\$ 3.52 ⁽³⁾	09/22/2015		M	3,703	⁽¹³⁾ 07/01/2020	Common Shares	3,703
Stock Option (Right to Buy)	\$ 3.73 ⁽³⁾	09/22/2015		M	3,115	⁽¹⁴⁾ 12/01/2020	Common Shares	3,115
Stock Option (Right to Buy)	\$ 2.68 ⁽⁴⁾	09/22/2015		M	7,973	⁽¹⁵⁾ 12/31/2022	Common Shares	7,973
Stock Option	\$ 2.68 ⁽⁴⁾	09/22/2015		M	785	⁽¹⁶⁾ 12/31/2022	Common Shares	785

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- (14) The shares subject to the option fully vested on November 30, 2014.
- (15) 25% of the shares subject to the Option vested on the one year anniversary of January 1, 2013 (the "Vesting Commencement Date") and thereafter 1/48th of the shares subject to the Option vest on each monthly anniversary of the Vesting Commencement Date.
One-third of the shares subject to the Option vested on January 1, 2013 (the "Vesting Commencement Date") and the remaining
- (16) two-thirds of the shares subject to the Option vest in equal monthly installments on each monthly anniversary of the Vesting Commencement Date over the following four years.

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