

Otonomy, Inc.
Form 4
November 17, 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 *
Weber David Allen

(Last) (First) (Middle)

C/O OTONOMY, INC., 6275
NANCY RIDGE DRIVE, SUITE
100

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Otonomy, Inc. [OTIC]

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2015

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)
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	11/16/2015		M	A	\$ 1.76 22,811 ⁽¹⁾	D	
Common Stock	11/16/2015		S ⁽²⁾	D	\$ 28.5605 17,703 ⁽³⁾	D	
Common Stock	11/16/2015		S	D	\$ 29.25 17,603	D	
Common Stock					4,812 ⁽⁴⁾	I	See footnote ⁽⁵⁾

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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
Employee Stock Option (right to buy)	\$ 1.76	11/16/2015		M	5,208	<u>(6)</u> 12/20/2023	Common Stock	5,208

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weber David Allen C/O OTONOMY, INC. 6275 NANCY RIDGE DRIVE, SUITE 100 SAN DIEGO, CA 92121	X		President & CEO	

Signatures

/s/ Eric J. Loumeau, by power of attorney
11/17/2015
**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).
- The Form 4s filed by the Reporting Person since December 2014 did not include the Reporting Person's 17,064 shares acquired prior to the Issuer's initial public offering, also held directly by the Reporting Person. Column 5 of Table I now reflects these additional 17,064 shares.

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- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- The sale price reported in Column 4 of Table I represents the weighted average sale price of the shares sold ranging from \$28.03 to
- (3) \$28.99 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- The Form 4s filed by the Reporting Person since December 2014 did not reflect the 4,812 shares held indirectly by The Weber Trust
- (4) Dated March 9, 2005 for which the Reporting Person serves as a trustee. Column 5 of Table I now reflects these additional 4,812 shares held indirectly by the Reporting Person.
- (5) The reported shares are held directly by The Weber Trust Dated March 9, 2005 for which the Reporting Person serves as trustee.
- An option to purchase 438,469 shares was granted on December 20, 2013 and was exercised in part prior to the date on which the
- (6) Reporting Person became subject to Section 16. The option is subject to an early exercise provision pursuant to which 193,874 shares were immediately exercisable. One fourth of the total number of shares initially subject to the option vested on September 1, 2014 and one forty-eighth of the shares vest ratably thereafter.
- (7) In addition to the option to purchase 395,357 shares of common stock as set forth in Table II, the Reporting Person currently holds options to purchase up to an aggregate of 525,581 shares of common stock, which options vest according to their terms.

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.