

ChemoCentryx, Inc.
Form 4
March 24, 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 *
Schall Thomas J.

2. Issuer Name and Ticker or Trading Symbol
ChemoCentryx, Inc. [CCXI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CHEMOCENTRYX, INC., 850 MAUDE AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Street)
MOUNTAIN VIEW, CA 94043

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/20/2015		M		14,315 A \$ 0.6	2,162,982	D
Common Stock	03/20/2015		S ⁽¹⁾		14,315 D \$ 7.9957	2,148,667	D
Common Stock	03/23/2015		M		19,291 A \$ 0.6	2,167,958	D
Common Stock	03/23/2015		S ⁽¹⁾		19,291 D \$ 7.7683	2,148,667	D
	03/24/2015		M		16,765 A \$ 0.6	2,165,432	D

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Common
Stock

Common Stock	03/24/2015	S ⁽¹⁾	16,765 <u>(2)</u>	D	\$ 7.8043 <u>(5)</u>	2,148,667	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)	Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option (right to buy)	\$ 0.6	03/20/2015		M	14,315	05/05/2005 ⁽⁶⁾	05/05/2015	Common Stock	14,315
Stock Option (right to buy)	\$ 0.6	03/23/2015		M	19,291	05/05/2005 ⁽⁶⁾	05/05/2015	Common Stock	19,291
Stock Option (right to buy)	\$ 0.6	03/24/2015		M	16,765	05/05/2005 ⁽⁶⁾	05/05/2015	Common Stock	16,765

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schall Thomas J. C/O CHEMOCENTRYX, INC. 850 MAUDE AVENUE MOUNTAIN VIEW, CA 94043	X		President and CEO	

Signatures

/s/ Susan M. Kanaya, as
Attorney-in-Fact

03/24/2015

__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).

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (2) Shares sold are associated with stock options which will expire in May 2015.

- Reflects the weighted average sale price of the shares sold. The shares were sold in multiple trades at prices ranging from \$7.76 to \$8.32
- (3) per share, inclusive. The Reporting Person will provide to the SEC staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.

- Reflects the weighted average sale price of the shares sold. The shares were sold in multiple trades at prices ranging from \$7.50 to \$7.95
- (4) per share, inclusive. The Reporting Person will provide to the SEC staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.

- Reflects the weighted average sale price of the shares sold. The shares were sold in multiple trades at prices ranging from \$7.62 to \$7.99
- (5) per share, inclusive. The Reporting Person will provide to the SEC staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.

- (6) As of March 20, 2015 and prior to this transaction, the option fully vested.

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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