SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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	Estimated average burden						
	hours per response:	0.5					
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alationship of Penorting Person(s) to Issuer							

1. Name and Address of Reporting Person [*] RUDY JEFFREY J				er Name and Ticke adon Corp [(Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) 11988 EL CAM	(First)	(Middle) SUITE 650		e of Earliest Transa 1/2015	action (Month/	Day/Year)	X	Director Officer (give title below) VP, Clinica		(specify		
(Street) SAN DIEGO (City)	CA (State)	92130 (Zip)	4. If Ar	nendment, Date of	Original Filed	(Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Form filed by One Form filed by Mor Person	Reporting Pers	on		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security	(Instr. 3)		2. Transaction Date (Month/Day/Vear)	2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect Repeticial		

	(Month/Day/Year)	if any (Month/Day/Year)	Code (Instr.		Disposed Of	(D) (IIIsti.	3, 4 and 3)	Beneficially Owned Following Reported	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	01/09/2015		М		10,000	A	\$1.12	11,024 ⁽¹⁾	D	
Common Stock	01/09/2015		S ⁽²⁾		10,000	D	\$18.51 ⁽³⁾	1,024 ⁽¹⁾	D	

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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock option (right to buy) ⁽²⁾	\$1.12	01/09/2015		М			10,000	01/27/2013 ⁽⁴⁾	06/14/2022	Common Stock	10,000	\$0.00	181,738	D	

Explanation of Responses:

1. The amount includes shares purchased under Celladon Corporation's employee stock purchase plan prior to the reported transaction.

2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the reporting person.

3. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.00 to \$18.82 per share, inclusive. The reporting person undertakes to provide to Celladon Corporation, any security holder of Celladon Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

4. 25% of the shares subject to the option vested and became exercisable on the one year anniversary of January 27, 2012 (the "Vesting Commencement Date"), and 1/48th of the shares vest in equal monthly installments thereafter, over the remaining three years.

Remarks:

/s/ Rebecque J. Laba, Attorney-01/12/2015

** Signature of Reporting Person

in-fact

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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