

UNITED THERAPEUTICS Corp
Form 4
December 31, 2013

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 *
ROTHBLATT MARTINE A

2. Issuer Name and Ticker or Trading Symbol
UNITED THERAPEUTICS Corp
[UTHR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2013

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

C/O UNITED THERAPEUTICS CORPORATION, 1040 SPRING STREET

(Street)

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

SILVER SPRING, MD 20910

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/31/2013		S ⁽¹⁾	5,199	D	\$ 112.5979	546,035.05 I By Trusts
Common Stock	12/31/2013		S ⁽¹⁾	401	D	\$ 113.0423	545,634.05 I By Trusts
Common Stock	12/31/2013		S ⁽¹⁾	292	D	\$ 114.17	545,342.05 I By Trusts
Common Stock	12/31/2013		S ⁽¹⁾	5,342	D	\$	540,000.05 I By Trusts

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Stock					112,5631				
					<u>(4)</u>				
Common Stock	12/31/2013		S ⁽¹⁾	400	D	\$ 113.2925	539,600.05	I	By Trusts
						<u>(5)</u>			
Common Stock	12/31/2013		S ⁽¹⁾	1,646	D	\$ 112.5483	537,954.05	I	By Trusts
						<u>(6)</u>			
Common Stock	12/31/2013		S ⁽¹⁾	200	D	\$ 113.225	537,754.05	I	By Trusts
						<u>(7)</u>			
Common Stock	12/31/2013		S ⁽¹⁾	4,360	D	\$ 112.5345	533,394.05	I	By Trusts
						<u>(8)</u>			
Common Stock	12/31/2013		S ⁽¹⁾	300	D	\$ 113.2367	533,094.05	I	By Trusts
						<u>(9)</u>			
Common Stock							140	D	
Common Stock							166	I	By Spouse

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

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 control number.

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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options <u>(10)</u>	\$ 113.08	12/31/2013		A		1,000,000		12/31/2013	12/31/2023	Common Stock	1,000,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

ROTHBLATT MARTINE A
 C/O UNITED THERAPEUTICS CORPORATION
 1040 SPRING STREET
 SILVER SPRING, MD 20910

X CEO

Signatures

/s/ John S. Hess, Jr. under Power of
 Attorney

12/31/2013

__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 were sold pursuant to pre-arranged 10b5-1 trading plans entered into by trusts beneficially owned by the reporting person and the reporting person's spouse.
 This transaction was executed in multiple trades at prices ranging from \$111.9516 to \$112.95. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) This transaction was executed in multiple trades at prices ranging from \$112.96 to \$113.11. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) This transaction was executed in multiple trades at prices ranging from \$112.11 to \$113.06. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (4) This transaction was executed in multiple trades at prices ranging from \$113.16 to \$113.46. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) This transaction was executed in multiple trades at prices ranging from \$112.22 to \$112.92. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (6) This transaction was executed in multiple trades at prices ranging from \$113.11 to \$113.34. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (7) This transaction was executed in multiple trades at prices ranging from \$112.11 to \$113.07. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (8) This transaction was executed in multiple trades at prices ranging from \$113.16 to \$113.34. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (9) Award of stock options in accordance with the terms of the reporting person's employment agreement, which entitles the reporting person to an annual award of stock options to purchase the number of shares of common stock that is equal to one-eighteenth of one percent of the increase (if any) in the issuer's market capitalization from December of the previous year to December of the current year, based on the average closing price of the issuer's common stock during the relevant month.
- (10)

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.