

Aldeyra Therapeutics, Inc.
 Form 4
 June 12, 2017

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 *
JOYCE MARTIN JOSEPH

(Last) (First) (Middle)

C/O ALDEYRA THERAPEUTICS, INC., 131 HARTWELL AVENUE

(Street)

LEXINGTON, MA 02421

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Aldeyra Therapeutics, Inc. [ALDX]

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

06/08/2017

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|------------------------------|------------------|------------|--|------|---|--------|-----|------------------|-----------------|--------------|----------------------------|
| Stock Option (Right to Buy) | \$ 5.15 | 06/08/2017 | | | A | | 17,776 | | <u>(1)</u> | 06/07/2027 | Common Stock | 17,776 |
| Stock Option (Right to Buy) | \$ 5.15 | 06/08/2017 | | | A | | 4,444 | | <u>(2)</u> | 06/07/2027 | Common Stock | 4,444 |
| Stock Option (Right to Buy) | \$ 5.15 | 06/08/2017 | | | A | | 1,037 | | <u>(3)</u> | 06/07/2027 | Common Stock | 1,037 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JOYCE MARTIN JOSEPH C/O ALDEYRA THERAPEUTICS, INC. 131 HARTWELL AVENUE LEXINGTON, MA 02421 | X | | | |

Signatures

/s/ Martin Joseph
Joyce

06/12/2017

__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) Exercisable with respect to 100% of the shares on the one-year anniversary of the grant date, provided that the Reporting Person provides continuous service as a member of the Board of Directors of the Issuer through the applicable vesting date.
Exercisable with respect to 100% of the shares on the one-year anniversary of the grant date, provided that the Reporting Person provides continuous service as a member of the Nominating/Corporate Governance Committee of the Board of Directors of the Issuer through the applicable vesting date.
 - (2) Exercisable with respect to 100% of the shares on the one-year anniversary of the grant date, provided that the Reporting Person provides continuous service as a member of the Audit Committee of the Board of Directors of the Issuer through the applicable vesting date.
 - (3) Exercisable with respect to 100% of the shares on the one-year anniversary of the grant date, provided that the Reporting Person provides continuous service as a member of the Audit Committee of the Board of Directors of the Issuer through the applicable vesting date.

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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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