

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>OMB APPROVAL</b>	
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**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

1. Name and Address of Reporting Person* <u>Bryan Jones W.</u> <hr/> (Last) (First) (Middle) C/O SUPERNUS PHARMACEUTICALS, INC. 1550 EAST GUDE DRIVE <hr/> (Street) ROCKVILLE MD 20850 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SUPERNUS PHARMACEUTICALS INC [ SUPN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>VP of Business Development</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/24/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/24/2015		M <sup>(1)</sup>		1,875	A	\$3.36	69,855	D	
Common Stock	03/24/2015		M <sup>(1)</sup>		25	A	\$2.56	69,880	D	
Common Stock	03/24/2015		S <sup>(1)</sup>		1,900	D	\$12	67,980	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. 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 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
Employee Stock Option (Right to Buy)	\$3.36	03/24/2015		M <sup>(1)</sup>			1,875	(2)	02/10/2020	Common Stock	1,875	\$0	625	D	
Employee Stock Option (Right to Buy)	\$2.56	03/24/2015		M <sup>(1)</sup>			25	(3)	11/02/2020	Common Stock	25	\$0	37,475	D	

**Explanation of Responses:**

- Transaction made pursuant to a Rule 10b5-1 trading plan adopted on April 21, 2014.
- The option vested in four equal annual installments beginning on February 10, 2011.
- The option vested in four equal annual installments beginning on November 2, 2011.

/s/ Gregory S. Patrick 03/26/2015

\*\* Signature of Reporting Person 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.

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