FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL							
	OMB Number:	3235-0287						
l	Estimated average burden							
l	hours per response:	0.5						

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* Sawhney Amarpreet					2. Issuer Name and Ticker or Trading Symbol OCULAR THERAPEUTIX, INC [OCUL]						(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner				Owner	
(Last) (First) (Middle) C/O OCULAR THERAPEUTIX, INC. 34 CROSBY DRIVE, SUITE 105				3. Date of Earliest Transaction (Month/Day/Year) 11/17/2015						-	X Officer (give title below) Other (specify below) President and CEO						
				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line)					son
	Tab	le I - No	n-Deriva	ative :	Secu	ırities Ac	quired	, Dis	posed o	f, or I	3ene	iciall	y Own	ed			
Date			Execution Date, y/Year) if any		Transaction Disposed Of (D) (Instr. 3 Code (Instr. 5)					5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
							Code	v	Amount	(A) (D)	or Pi	ice	Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Common Stock 11/17			11/17/2	2015			P		10,000	F		8.25	56	3,733		D	
Stock													84	6,377			See Footnote ⁽¹⁾
Stock													47	1,784			See Footnote ⁽²⁾
Common Stock												37	9,419			See Footnote ⁽³⁾	
Stock													71	,969			See Footnote ⁽⁴⁾
Stock													18	9,393			See Footnote ⁽⁵⁾
	Ta	able II -											Owned				
Derivative Security (Instr. 3) Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Transac Code (In		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) Amount or Number of		r. 3	erivative ecurity	derivative Securities Beneficial Owned Following Reported	ly C	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	(Find JLAR THE SBY DRIVER SBY DRIVER SBY DRIVER STOCK	(First) ULAR THERAPEUTIX, IN SBY DRIVE, SUITE 105 RD MA (State) Tab Security (Instr. 3) Stock Stock	(First) (Middle) ULAR THERAPEUTIX, INC. SBY DRIVE, SUITE 105 RD MA 01730 (State) (Zip) Table I - No Security (Instr. 3) Stock Stock Stock Stock Stock Stock Table II - 2. Conversion or Exercise Price of Derivative Price of Derivative (Month/IDay/Year) Stock Stock 3. Transaction Date (Month/IDay/Year) (Month/IDay/Year) Stock A. Deer Executic if any (Month/IDay/Year)	(First) (Middle) ULAR THERAPEUTIX, INC. SBY DRIVE, SUITE 105 RD MA 01730 (State) (Zip) Table I - Non-Derivation (Month/Da) Stock Stock Stock Stock Table II - Derivation (e.g., puth of Execution Date, or Exercise Price of Derivative Security Security (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	(First) (Middle) JLAR THERAPEUTIX, INC. 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Explanation of Responses:

- 1. The securities are directly held by Incept, LLC. The Reporting Person is a general partner of Incept, LLC. The Reporting Person expressly disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein.
- 2. The securities are directly held by the Sangam Trust. The Reporting Person and his immediate family members are beneficiaries of the Sangam Trust. The Reporting Person expressly disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein.
- 3. The securities are directly held by the SAFIGS Trust. The Reporting Person's immediate family members are beneficiaries of the SAFIGS Trust. The Reporting Person expressly disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein.
- 4. The securities are directly held by the Sawhney Family Dynasty Trust. The Reporting Person's immediate family members are beneficiaries of the Sawhney Family Dynasty Trust. The Reporting Person expressly disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein.
- 5. The securities are directly held by the Amarpreet S. Sawhney 2014 GRAT. The Reporting Person and his immediate family members are beneficiaries of the Amar S. Sawhney 2014 GRAT. The Reporting Person expressly disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein.

Remarks:

<u>/s/ W. Bradford Smith, as</u>
<u>Attorney-in-Fact for Amarpreet</u> 11/18/2015
<u>Sawhney</u>

** 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.

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.