

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person * <u>Sawhney Amarpreet</u> (Last) (First) (Middle) C/O OCULAR THERAPEUTIX, INC. 34 CROSBY DRIVE, SUITE 105 (Street) BEDFORD MA 01730 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OCULAR THERAPEUTIX, INC [OCUL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/13/2015</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	05/13/2015		M		51,491	A	\$1.35	538,733	D	
Common Stock								846,377	I	See Footnote ⁽¹⁾
Common Stock								471,784	I	See Footnote ⁽²⁾
Common Stock								379,419	I	See Footnote ⁽³⁾
Common Stock								71,969	I	See Footnote ⁽⁴⁾
Common Stock								189,393	I	See Footnote ⁽⁵⁾

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
Stock Option (Right to Buy)	\$1.35	05/13/2015		M		51,491		(6)	08/11/2016	Common Stock	51,491	\$0.00	58,357	D	

Explanation of Responses:

- 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.
- 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.
- 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.
- 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.
- 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.
- This option was granted on August 12, 2011 and vests over four years, with 25% of the shares underlying the option vesting on August 12, 2012, and 2.0833% vesting monthly thereafter.

Remarks:

/s/ W. Bradford Smith, as
Attorney-in-Fact for Amarpreet 05/15/2015
Sawhney

** 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.