TG THERAPEUTICS, INC.

Form 4 June 07, 2013

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** KENNEDY WILLIAM JAMES			* 2. Issuer N Symbol	2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)				TG THERAPEUTICS, INC. [TGTX] 3. Date of Earliest Transaction				(Check all applicable)				
(Last)	(First)	(Middle)			saction							
			•	(Month/Day/Year)				_X_ Director		Owner		
787 SEVENTH AVENUE,, 48TH FLOOR			06/05/201	06/05/2013				below)	below)	er (specify		
(Street)			4. If Amend	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person						
NEW YORK, NY 10019								Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I	- Non-Der	ivative Se	curitie	es Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of	2. Transaction	Date 2A	. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Y	Year) Ex	ecution Date, if	e, if TransactionAcquired (A) or Code Disposed of (D)		r	Securities	Indirect				
(Instr. 3)	•	any					Beneficially	Beneficial				
		(M	Ionth/Day/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership			
								Following	(Instr. 4)	(Instr. 4)		
						(A) or		Reported Transaction(s)				
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
COMMON STOCK	06/05/2013			A <u>(1)</u>	8,404	A	\$0	67,285	D			

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
KENNEDY WILLIAM JAMES 787 SEVENTH AVENUE, 48TH FLOOR NEW YORK, NY 10019	X					

Signatures

Reporting Person

/s/ William J.
Kennedy

**Signature of 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) Reflects a grant of restricted shares that will vest on June 5, 2016.

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.

Reporting Owners 2