

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* LERNER RICHARD A (Last) (First) (Middle) C/O INTRA-CELLULAR THERAPIES, INC. 430 EAST 29TH STREET (Street) NEW YORK NY 10016 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Intra-Cellular Therapies, Inc. [ITCI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/22/2015	
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			

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	Amount or Number of Shares				
Stock Option (right to buy)	\$1.36	12/22/2015		G ⁽¹⁾			10,000	(2)	12/05/2016	Common Stock	10,000	\$0.00	0	D	
Stock Option (right to buy)	\$1.36	12/22/2015		G ⁽¹⁾		10,000		(2)	12/05/2016	Common Stock	10,000	\$0.00	10,000	I	Held by the Lerner Family Trust UAD 11/14/94 ⁽³⁾
Stock Option (right to buy)	\$1.5	12/22/2015		G ⁽¹⁾			12,500	(2)	12/12/2017	Common Stock	12,500	\$0.00	0	D	
Stock Option (right to buy)	\$1.5	12/22/2015		G ⁽¹⁾		12,500		(2)	12/12/2017	Common Stock	12,500	\$0.00	12,500	I	Held by the Lerner Family Trust UAD 11/14/94 ⁽³⁾
Stock Option (right to buy)	\$1.5	12/22/2015		G ⁽¹⁾			12,500	(2)	12/18/2018	Common Stock	12,500	\$0.00	0	D	
Stock Option (right to buy)	\$1.5	12/22/2015		G ⁽¹⁾		12,500		(2)	12/18/2018	Common Stock	12,500	\$0.00	12,500	I	Held by the Lerner Family Trust UAD 11/14/94 ⁽³⁾
Stock Option (right to buy)	\$2.74	12/22/2015		G ⁽¹⁾			12,500	(2)	06/10/2020	Common Stock	12,500	\$0.00	0	D	
Stock Option (right to buy)	\$2.74	12/22/2015		G ⁽¹⁾		12,500		(2)	06/10/2020	Common Stock	12,500	\$0.00	12,500	I	Held by the Lerner Family Trust UAD 11/14/94 ⁽³⁾

**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	Amount or Number of Shares				
Stock Option (right to buy)	\$2.74	12/22/2015		G ⁽¹⁾			12,500	(2)	12/21/2020	Common Stock	12,500	\$0.00	0	D	
Stock Option (right to buy)	\$2.74	12/22/2015		G ⁽¹⁾		12,500		(2)	12/21/2020	Common Stock	12,500	\$0.00	12,500	I	Held by the Lerner Family Trust UAD 11/14/94 ⁽³⁾
Stock Option (right to buy)	\$2.84	12/22/2015		G ⁽¹⁾		12,500		(2)	04/30/2022	Common Stock	12,500	\$0.00	0	D	
Stock Option (right to buy)	\$2.84	12/22/2015		G ⁽¹⁾		12,500		(2)	04/30/2022	Common Stock	12,500	\$0.00	12,500	I	Held by the Lerner Family Trust UAD 11/14/94 ⁽³⁾
Stock Option (right to buy)	\$3.26	12/22/2015		G ⁽¹⁾		12,500		(2)	06/20/2023	Common Stock	12,500	\$0.00	0	D	
Stock Option (right to buy)	\$3.26	12/22/2015		G ⁽¹⁾		12,500		(2)	06/20/2023	Common Stock	12,500	\$0.00	12,500	I	Held by the Lerner Family Trust UAD 11/14/94 ⁽³⁾
Stock Option (right to buy)	\$3.26	12/22/2015		G ⁽¹⁾		20,000		(2)	06/20/2023	Common Stock	20,000	\$0.00	0	D	
Stock Option (right to buy)	\$3.26	12/22/2015		G ⁽¹⁾		20,000		(2)	06/20/2023	Common Stock	20,000	\$0.00	20,000	I	Held by the Lerner Family Trust UAD 11/14/94 ⁽³⁾
Stock Option (right to buy)	\$16.86	12/22/2015		G ⁽¹⁾		20,000		06/30/2015	06/29/2024	Common Stock	20,000	\$0.00	0	D	
Stock Option (right to buy)	\$16.86	12/22/2015		G ⁽¹⁾		20,000		06/30/2015	06/29/2024	Common Stock	20,000	\$0.00	20,000	I	Held by the Lerner Family Trust UAD 11/14/94 ⁽³⁾
Stock Option (right to buy)	\$26.58	12/22/2015		G ⁽¹⁾		20,000		06/16/2016	06/15/2025	Common Stock	20,000	\$0.00	0	D	
Stock Option (right to buy)	\$26.58	12/22/2015		G ⁽¹⁾		20,000		06/16/2016	06/15/2025	Common Stock	20,000	\$0.00	20,000	I	Held by the Lerner Family Trust UAD 11/14/94 ⁽³⁾

Explanation of Responses:

- The reporting person transferred this option as a gift to the Lerner Family Trust UAD 11/14/94 (the "Lerner Family Trust"). Dr. Lerner shares voting and investment control with respect to the shares held by the Lerner Family Trust.
- All shares underlying this option have vested.
- Dr. Lerner may be deemed to beneficially own securities held by the Lerner Family Trust UAD 11/14/94 (the "Lerner Family Trust"). Dr. Lerner disclaims beneficial ownership of securities held by the Lerner Family Trust except to the extent of his pecuniary interest therein.

Remarks:

/s/ Lawrence J. Hinline 12/23/2015
Attorney-in-fact

** 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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