

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

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>Mates Sharon</u> (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 <u>Intra-Cellular Therapies, Inc. [ITCI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President & CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2017</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	01/04/2017		M		6,603	A	(1)	1,092,788	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
Stock Option (right to buy)	\$15.73	01/03/2017		A		135,399		(2)	01/03/2027	Common Stock	135,399	\$0.00	135,399	D	
Restricted Stock Unit	(3)	01/03/2017		A		33,773		(4)	(4)	Common Stock	33,773	\$0.00	33,773	D	
Restricted Stock Unit	(3)	01/04/2017		M			6,603	(5)	(5)	Common Stock	6,603	\$0.00	13,208	D	

Explanation of Responses:

1. Restricted stock units convert into common stock on a one-for-one basis.
2. On January 3, 2017, the reporting person was granted options to purchase 135,399 shares of common stock, vesting in three equal annual installments beginning on the first anniversary of the grant date.
3. Each restricted stock unit represents a contingent right to receive one share of common stock.
4. On January 3, 2017, the reporting person was granted 33,773 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.
5. On January 4, 2016, the reporting person was granted 19,811 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

Remarks:

/s/ Lawrence J. Hinline. 01/05/2017
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.

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.