

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>Vanover Kimberly E.</u>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Clinical Development</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2016</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O INTRA-CELLULAR THERAPIES, INC. 430 EAST 29TH STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	NEW YORK NY 10016							
(City)	(State)	(Zip)						

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	12/15/2016		M ⁽¹⁾		5,000 ⁽²⁾	A	\$1.36	5,000	D	
Common Stock	12/15/2016		S ⁽¹⁾		2,500 ⁽²⁾	D	\$15.2622 ⁽³⁾	2,500	D	
Common Stock	12/15/2016		M ⁽¹⁾		10,000 ⁽⁴⁾	A	\$1.5	12,500	D	
Common Stock	12/15/2016		S ⁽¹⁾		5,000 ⁽⁴⁾	D	\$15.1946 ⁽⁵⁾	7,500	D	
Common Stock	12/15/2016		M ⁽¹⁾		3,750 ⁽⁶⁾	A	\$1.5	11,250	D	
Common Stock	12/15/2016		S ⁽¹⁾		1,875 ⁽⁶⁾	D	\$15.277 ⁽⁷⁾	9,375	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)	\$1.36	12/15/2016		M			5,000	(8)	04/11/2017	Common Stock	5,000	\$0.00	0	D	
Stock Option (right to buy)	\$1.5	12/15/2016		M			10,000	(8)	12/12/2017	Common Stock	10,000	\$0.00	0	D	
Stock Option (right to buy)	\$1.5	12/15/2016		M			3,750	(8)	12/18/2018	Common Stock	3,750	\$0.00	0	D	

Explanation of Responses:

- All exercises of options and sales of shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 7, 2016.
- This Form 4 reports the exercise of an option to purchase 5,000 shares of the Issuer's common stock that was to expire on April 11, 2017, and a sale of an aggregate of 2,500 of such shares primarily to cover the reporting person's tax liability.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.09 to \$15.39, inclusive. The reporting person undertakes to provide Intra-Cellular Therapies, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3), (5) and (7) to this Form 4.

4. This Form 4 reports the exercise of an option to purchase 10,000 shares of the Issuer's common stock that was to expire on December 12, 2017, and a sale of an aggregate of 5,000 of such shares primarily to cover the reporting person's tax liability.
5. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.09 to \$15.39, inclusive.
6. This Form 4 reports the exercise of an option to purchase 3,750 shares of the Issuer's common stock that was to expire on December 18, 2018, and a sale of an aggregate of 1,875 of such shares primarily to cover the reporting person's tax liability.
7. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.12 to \$15.39, inclusive.
8. All shares underlying this option have vested.

Remarks:

/s/ Lawrence J. Hinline,
Attorney-in-fact

12/19/2016

** 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.