REYNOLDS FRANCIS

Form 4

February 22, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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 See Instruction

1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * **REYNOLDS FRANCIS**

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

INVIVO THERAPEUTICS HOLDINGS CORP. [NVIV]

(Check all applicable)

CEO, CFO

(Last)

(Middle)

3. Date of Earliest Transaction (Month/Day/Year)

02/20/2013

_X__ Director X_ Officer (give title .

_X__ 10% Owner __ Other (specify

C/O INVIVO THERAPEUTICS **HOLDINGS CORP., ONE** KENDALL SQUARE, SUITE

B14402

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 02139

(City)	(State) (Z	ip) Table	I - Non-De	rivative Sec	urities	Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	posed of and 5) (A) or	of (D)	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)
COMMON STOCK	02/20/2013		Code V $S_{\underline{(1)}}$	Amount 3,000	(D)	Price \$ 1.73	13,761,310	D	
COMMON STOCK	02/20/2013		S <u>(1)</u>	1,230	D	\$ 1.75	13,760,080	D	
COMMON STOCK	02/20/2013		S(1)	20	D	\$ 1.79	13,760,060	D	
COMMON STOCK	02/21/2013		S <u>(1)</u>	1,200	D	\$ 1.64	13,758,860	D	

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COMMON STOCK	02/21/2013	S(1)	50	D	\$ 1.65	13,758,860	D	
COMMON STOCK	02/21/2013	S(1)	1,000	D	\$ 1.68	13,757,810	D	
COMMON STOCK	02/21/2013	S(1)	1,000	D	\$ 1.69	13,756,810	D	
COMMON STOCK	02/21/2013	S(1)	1,000	D	\$ 1.7	13,755,810	D	
COMMON STOCK	02/22/2013	G V	171,000	D	\$0	13,584,810	D	
COMMON STOCK	02/22/2013	S(1)	2,200	D	\$ 1.64	13,582,610	D	
COMMON STOCK	02/22/2013	S(1)	660	D	\$ 1.65	13,581,950	D	
COMMON STOCK	02/22/2013	S(1)	390	D	\$ 1.68	13,581,560	D	
COMMON STOCK	02/22/2013	S(1)	1,000	D	\$ 1.69	13,580,560	D	
COMMON STOCK						19,579	I	By 401(k) Plan

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

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 control number.

SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration D	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)
	Derivative				Securities	1		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or Number	
					Exercisable Date		of			
				Code V	(A) (D)				Shares	
				Code v	(A) (D)				Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
REYNOLDS FRANCIS C/O INVIVO THERAPEUTICS HOLDINGS CORP. ONE KENDALL SQUARE, SUITE B14402 CAMBRIDGE, MA 02139	X	X	CEO, CFO			

Signatures

/S/ ELIZABETH FRASER, AS ATTORNEY IN FACT

02/22/2013

**Signature of Reporting Person

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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 4, 2012.

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.

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