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Xenon Pharmaceuticals Inc. Form 4 N

| November | 06, 2014 | | | | | | | | | |
|--|---|---|---|--------------------------|--|----------|--|--|---|--|
| FOR | ЛЛ | | | | | | | | PPROVAL | |
| | UNITED | STATES SECU Wa | RITIES A | | | NGE | COMMISSIO | N OMB Number: | 3235-0287 | |
| Check this box if no longer subject to Section 16. Form 4 or | | | | | | AL OV | VNERSHIP OF | Expires: Estimated burden hou response | irs per | |
| Form 5 obligat may co | Filed put | rsuant to Section (a) of the Public U 30(h) of the In | Itility Hol | ding Cor | mpan | y Act | of 1935 or Secti | · | . 0.0 | |
| Print or Type | e Responses) | | | | | | | | | |
| | Address of Reporting | Person <u>*</u> 2. Issue Symbol | er Name an | d Ticker or | Tradi | ng | 5. Relationship of Issuer | of Reporting Per | son(s) to | |
| | | Xenon | Pharmace | euticals I | nc. [X | KENE |] (Ch | eck all applicabl | e) | |
| (Last) | (First) (| (Middle) 3. Date of | of Earliest T | ransaction | | | (en | en un appreuer | -) | |
| | ON CEUTICALS INC MORE WAY | 11/04/2 | Day/Year) 2014 | | | | X_ Director Officer (giv below) | | 6 Owner er (specify | |
| | (Street) | | 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 | | | |
| BURNAB | Y, A1 V5G 4W8 | | | | | | Form filed by Person | More than One R | eporting | |
| (City) | (State) | (Zip) Tab | ole I - Non-l | Derivative | Secur | rities A | cquired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | Disposed (Instr. 3, 4 | (A) or of (D) 4 and 5 (A) or |) 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 | (D) | Price | | | | |
| Reminder: R | eport on a separate line | e for each class of sec | urities bene | - | | - | r indirectly. pond to the colle | ection of | SEC 1474 | |

information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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. Number | 6. Date Exercisable and | 7. Title and Amount of | 8. I |
|-------------|------------|---------------------|--------------------|---------------------------|-------------------------|------------------------|------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction of Derivative | Expiration Date | Underlying Securities | Der |

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8 | 3) A (I ((| Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) | | Sec (Ins |
|--------------------------------------|---|------------|-------------------------|-------------------|--------------------------|---|-----|---------------------|--------------------|------------------|--|-------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (Right to Buy) | \$9 | 11/04/2014 | | А | : | 5,144 | | (1) | 11/03/2024 | Common Shares | 5,144 | |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | |
|---|------------|---------------|---------|-------|--|--|--|
| reporting of the Funter Frances | Director | 10% Owner | Officer | Other | | | |
| AZAB MOHAMMAD C/O XENON PHARMACEUTICALS INC 200 - 3650 GILMORE WAY BURNABY, A1 V5G 4W8 | C. X | | | | | | |
| Signatures | | | | | | | |
| /s/ Barbara A. Mery, Attorney-in-fact | 11/06/2014 | | | | | | |
| <u>**</u> 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).

One-third of the total shares subject to the Option shall vest on the one year anniversary of the grant date, one-third of the total shares

(1) subject to the Option shall vest on the two year anniversary of the grant date, and the balance of the total shares subject to the Option shall vest on the third year anniversary of the grant date.

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.