

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

<b>1. Name and Address of Reporting Person*</b> <u>Burke Steven Keith</u>  (Last) (First) (Middle) <u>C/O PROTEON THERAPEUTICS</u> <u>200 WEST STREET</u>  (Street) <u>WALTHAM MA 02451</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>PROTEON THERAPEUTICS INC [ PRTO ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP and Chief Medical Officer</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>12/15/2017</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	12/15/2017		P		12,000	A	\$1.88 <sup>(1)</sup>	117,535	D	
Common Stock	12/15/2017		G <sup>(2)</sup>	V	3,334 <sup>(2)</sup>	D	\$0	114,201	D	
Common Stock	12/15/2017		G <sup>(3)</sup>	V	3,333 <sup>(3)</sup>	D	\$0	110,868	D	
Common Stock	12/15/2017		G <sup>(4)</sup>	V	3,333 <sup>(4)</sup>	D	\$0	107,535	D	
Common Stock	12/15/2017		G <sup>(3)</sup>	V	3,333 <sup>(3)</sup>	A	\$0	8,333	I	See footnote <sup>(3)</sup>
Common Stock	12/15/2017		G <sup>(4)</sup>	V	3,333 <sup>(4)</sup>	A	\$0	11,666	I	See footnote <sup>(4)</sup>

**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)		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)					

**Explanation of Responses:**

- The purchase price of \$1.88 is reflective of the weighted average purchase price of all transactions reported on this line. The prices for the transactions reported on this line range from \$1.875 to \$1.9. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- This transaction involved a gift of securities by the reporting person to the William Conroy Burke Irrevocable Trust u/a 12/28/1998, an irrevocable trust established by the reporting person for the benefit of his son. The reporting person disclaims beneficial ownership of the shares held by his son, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son's shares for purposes of Section 16 or for any other purpose.
- This transaction involved a gift of securities by the reporting person to the Timothy Andrew Burke Irrevocable Trust u/a 12/28/1998, an irrevocable trust established by the reporting person for the benefit of his son, who is deemed to share the reporting person's household. The reporting person disclaims beneficial ownership of the shares held by his son, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son's shares for purposes of Section 16 or for any other purpose.
- This transaction involved a gift of securities by the reporting person to the Steven Edward Burke Irrevocable Trust u/a 11/15/2000, an irrevocable trust established by the reporting person for the benefit of his son, who is deemed to share the reporting person's household. The reporting person disclaims beneficial ownership of the shares held by his son, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son's shares for purposes of Section 16 or for any other purpose.

/s/ George A. Eldridge as  
attorney-in-fact for Steven      12/18/2017  
Keith Burke

\*\* 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.**