

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>Burke Steven Keith</u>	2. Date of Event Requiring Statement (Month/Day/Year) 10/21/2014	3. Issuer Name and Ticker or Trading Symbol <u>PROTEON THERAPEUTICS INC [PRTO]</u>	
		4. 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 and Chief Medical Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 10/21/2014
(Last) (First) (Middle) <u>C/O PROTEON THERAPEUTICS</u> <u>200 WEST STREET</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
(Street) <u>WALTHAM MA 02451</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>30,411⁽¹⁾</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>09/10/2017</u>	<u>Common Stock</u>	<u>12,287⁽¹⁾</u>	<u>2.39⁽¹⁾</u>	<u>D</u>
<u>Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>06/19/2019</u>	<u>Common Stock</u>	<u>14,898⁽¹⁾</u>	<u>3.18⁽¹⁾</u>	<u>D</u>
<u>Stock Option (Right to Buy)</u>	<u>(3)</u>	<u>10/26/2021</u>	<u>Common Stock</u>	<u>57,934⁽¹⁾</u>	<u>1.27⁽¹⁾</u>	<u>D</u>
<u>Stock Option (Right to Buy)</u>	<u>(4)</u>	<u>06/23/2024</u>	<u>Common Stock</u>	<u>71,218⁽¹⁾</u>	<u>4.92⁽¹⁾</u>	<u>D</u>
<u>Stock Option (Right to Buy)</u>	<u>(4)</u>	<u>06/23/2024</u>	<u>Common Stock</u>	<u>10,696⁽¹⁾</u>	<u>4.92⁽¹⁾</u>	<u>D</u>

Explanation of Responses:

1. Reflects a 1-for-15.87 reverse stock split effected on October 6, 2014.

2. The shares underlying these options are fully vested.

3. This option is fully exercisable prior to its vesting, subject to a repurchase right held by the Issuer on the shares underlying this option that lapses (based on the original option vesting schedule) in equal quarterly installments over four years.

4. This option is fully exercisable prior to its vesting, subject to a repurchase right held by the Issuer on the shares underlying this option that lapses (based on the original option vesting schedule) 25% on the first anniversary of the grant date and the remaining shares in equal quarterly installments over the next three years.

/s/ Steven K. Burke10/28/2014

** 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 5 (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.