

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>HALE DAVID F</u> (Last) (First) (Middle) <u>C/O BIOCEPT, INC.</u> <u>5810 NANCY RIDGE DRIVE</u> (Street) <u>SAN DIEGO CA 92121</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BIOCEPT INC [BIOC]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2014</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHAIRMAN</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
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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	02/10/2014		C		47,181	A	\$10	54,570	I	By LLC

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	Amount or Number of Shares				
Convertible Notes (right to buy)	\$10	02/10/2014		C			47,181	02/10/2014	05/31/2015	Common Stock	47,181	(1)	0	I	By LLC
Restricted Stock Units (right to buy) ⁽²⁾	(3)	02/10/2014		J		10,204		(2)	(2)	Common Stock	10,204	\$0.00	10,204	D	
Restricted Stock Units (right to buy) ⁽²⁾	(3)	02/10/2014		J		53,662		(2)	(2)	Common Stock	53,662	\$0.00	53,662	D	
Issuer's repurchase right (obligation to sell) ⁽⁴⁾	(4)	02/10/2014		E			10,204	(4)	01/01/2015	Common Stock	10,204	\$4.62	0	D	
Warrants (right to buy) ⁽⁵⁾	\$10	02/10/2014		J		22,175 ⁽⁵⁾		02/10/2014	02/10/2019	Common Stock	22,175	\$0.00	22,175	I	By LLC
Warrants (right to buy) ⁽⁵⁾	\$10	02/10/2014		J		36,302 ⁽⁵⁾		02/10/2014	02/10/2016	Common Stock	36,302	\$0.00	36,302	I	By LLC

Explanation of Responses:

1. The principal amount of and accrued interest on these Convertible Notes were converted at \$10.00 per share.
2. As contemplated by the Reporting Person's previously filed Form 3, these restricted stock units vested and their terms were fixed upon the Issuer's initial public offering. The restricted stock units will be settled pursuant to these terms.
3. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
4. The Reporting Person early-exercised Board-approved compensatory stock options for 10,204 shares in 2011. The Issuer's repurchase right was lapsing at a rate measured by 48 equal monthly installments beginning January 1, 2011. The repurchase right lapsed in full upon the Issuer's initial public offering.
5. As anticipated by the Reporting Person's previously filed Form 3, the terms of these warrants became fixed upon the closing of the Issuer's initial public offering.

Remarks:

/s/ William G. Kachioff,
Attorney-in-Fact for David F. Hale
02/12/2014

** 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 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.