

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

OMB APPROVAL

OMB Number: 3235-0287

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>HALE DAVID F</u>  (Last) (First) (Middle) <u>C/O BIOCEPT, INC.</u> <u>5810 NANCY RIDGE DRIVE #150</u>  (Street) <u>SAN DIEGO</u> <u>CA</u> <u>92121</u>  (City) (State) (Zip)	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>BIOCEPT INC</u> [ <u>BIOC</u> ]  3. Date of Earliest Transaction (Month/Day/Year) <u>11/09/2015</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	11/09/2015		M		10,204	A	(1)	34,694	D	
Common Stock	11/09/2015		M		53,662	A	(1)	88,356	D	
Common Stock								94,570	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				
Restricted Stock Units	(1)	11/09/2015		M			10,204	(2)	(3)	Common Stock	10,204	\$0.00	0	D	
Restricted Stock Units	(1)	11/09/2015		M			53,662	(2)	(3)	Common Stock	53,662	\$0.00	0	D	

Explanation of Responses:

1. Each restricted stock unit represents the right to receive one share of the Issuer's common stock.
2. The restricted stock units are fully vested.
3. The restricted stock units are fully vested.

Remarks:

This Form 4 is being filed to report the issuance of shares of the Issuer's Common Stock underlying two Restricted Stock Units (RSU) that were reported in Table II of the Reporting Person's Form 3. The share amount of the 53,662 RSU was to be fixed at a share number equal to 1.5% of the Issuer's outstanding stock on a fully diluted basis, determined as of immediately before the closing of the Issuer's initial public offering (IPO). Both of the RSU's reported herein fully vested upon the closing of the Issuer's IPO, and the shares of the Issuer's Common Stock underlying the RSU's are now being issued.

/s/ Michael Nall, Attorney-in-Fact 11/10/2015

\*\* 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.