

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Reiss Claire</u> (Last) (First) (Middle) <u>9675 LA JOLLA FARMS ROAD</u> (Street) <u>LA JOLLA CA 92037</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BIOCEPT INC [BIOC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/10/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/10/2014		C		257,031	A	\$10	1,680,344	I	By trusts
Common Stock	02/10/2014		C		13,453	A	\$10	14,012	I	By corporation

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) ⁽²⁾	\$10	02/10/2014		C			257,031	02/10/2014	05/31/2015	Common Stock	257,031	(1)	0	I	By trust
Convertible Notes (right to buy) ⁽²⁾	\$10	02/10/2014		C			13,453	02/10/2014	05/31/2015	Common Stock	13,453	(1)	0	I	By corporation
Warrants (right to buy) ⁽²⁾	\$10	02/10/2014		J		119,000 ⁽²⁾		02/10/2014	02/10/2019	Common Stock	119,000	\$0.00	119,000	I	By trusts
Warrants (right to buy) ⁽²⁾	\$10	02/10/2014		J		6,250 ⁽²⁾		02/10/2014	02/10/2019	Common Stock	6,250	\$0.00	6,250	I	By corporation
Warrants (right to buy) ⁽²⁾	\$10	02/10/2014		J		58,802 ⁽²⁾		02/10/2014	02/10/2016	Common Stock	58,802	\$0.00	58,802	I	By trust

Explanation of Responses:

1. The principal amount of and accrued interest on these Convertible Notes were converted at \$10.00 per share.
2. 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 Claire K. T. Reiss 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.