

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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subject to Section 16. Form 4 or
Form 5 obligations may continue.
See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

1. Name and Address of Reporting Person* Lance G. Laing, Ph.D. 16305 36th Avenue N. Suite 450 Minneapolis MN 55446	2. Issuer Name and Ticker or Trading Symbol Celcuity Inc. [CELC]	5. Relationship of Reporting Person(s) to Issuer (check all applicable) ☒ Director ☒ 10% Owner ☒ Officer (give title below) ☐ Other (specify below) Chief Science Officer
	3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 09/19/2017	
	4. If amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ 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 (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, & 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								1,250,000	D	

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).

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 control number.

Form 4 (cont.)

Name and Address of Reporting Person
Lance G. Laing, Ph.D.
16305 36th Avenue N.
Suite 450
Minneapolis MN 55446

Issuer Name and Ticker or Trading Symbol
Celcuity Inc. [CELC]

Period Of Report
09/19/2017

**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. Con- version or Exercise Price of Derivative Security	3. Trans- action Date (mm/dd/yy)	3A. Deemed Execution Date, if any (mm/dd/yy)	4. Trans- action Code (Instr. 8)		5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)		6. Date Exercisable and Expiration Date (mm/dd/yy)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. No. of Derivative Securities Beneficially Owned Following Reported Trans- action(s) (Instr. 3, & 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exer- cisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$8.40							(1)	05/17/2027	Common Stock	16,125		16,125	D	
Stock Option (right to buy)	\$9.50	09/19/2017		A		4,110		09/19/2018	09/19/2027	Common Stock	4,110	\$0	4,110	D	

Explanation of Responses:

(1) - Fully vested.

By: /s/ Eric O. Madson as attorney-in-fact for Lance G. Laing pursuant to Power of Attorney previously filed. 10/16/2017 Date

**Signature of Reporting Person

**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.

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