

OMB APPROVAL	
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**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

<b>1. Name and Address of Reporting Person*</b> <u>CATLIN AVERY W</u>  (Last) (First) (Middle) <u>C/O CELLDX THERAPEUTICS, INC.</u> <u>53 FRONTAGE ROAD</u>  (Street) <u>HAMPTON NJ 08827</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Celldex Therapeutics, Inc. [ CLDX ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Sr. VP & CFO
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/15/2015</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/15/2015		M <sup>(1)</sup>		25,000	A	\$8.52	49,609	D	
Common Stock	06/15/2015		S <sup>(1)</sup>		25,000	D	\$24.5901 <sup>(3)</sup>	24,609	D	

**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
Non-Qualified Stock Option	\$8.52	06/15/2015		M <sup>(1)</sup>			25,000	01/06/2010 <sup>(2)</sup>	01/06/2019 <sup>(1)</sup>	Common Stock	25,000	\$0	0	D	

**Explanation of Responses:**

1. The sale reported on this Form 4 was made pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 12, 2015. The options exercised and sold by the Reporting Person were due to expire January 6, 2019.

2. 25% of the shares vested on January 6, 2010 and the remainder vested quarterly (in equal amounts) over the subsequent 12 quarters.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.35 to \$25.23, inclusive. The Reporting Person undertakes to provide to Celldex Therapeutics, Inc., any security holder of Celldex Therapeutics, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

/s/ Anthony S. Marucci,  
attorney in fact for Avery W. Catlin      06/16/2015

\*\* 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.

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