FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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

| 1. Name and Address of Reporting Person* <u>Donley Matthew Maxwell</u>   |  |  |  |  | 2. Issuer Name and Ticker or Trading Symbol Sucampo Pharmaceuticals, Inc. [ SCMP ]   |   |   |   |  |  |   |  |   | k all app<br>Dired  | olicable)<br>ctor  | g Person(s) to Is  |   | wner   |
|--|--|--|--|--|--|---|---|---|--|--|---|--|---|---|--|--|---|--|
| (Last) (First) (Middle)<br>805 KING FARM BLVD., SUITE 550  |  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) 12/31/2016  |   |   |   |  |  |   |  | X   | belov   | w) ``  | be   | Other (specify below) manResources  |  |
| (Street) ROCKVILLE MD 20850 (City) (State) (Zip)   |  |  | 4. If  | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |   |   |   |  |  |   | 6. Indi<br>Line)<br>X  | ividual or Joint/Group Filing (Check Applicable  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   |  |  |  |  |  |   |   |   |  |  |   |  |   |   |  |  |   |  |
| Date   |  |  |  |  | Execution Date,<br>/Year) if any   |   |   | Transaction Disposed C  |  |  |   |  |   | Secur<br>Benef<br>Owne  | ities<br>icially<br>d Following  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)  |   | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |
|  |  |  |  |  |  |   |   | Code  | v  | Amount   | (A) or<br>(D) Price   |  | e   | Trans   | action(s)  |  |   | (111501.4)   |
| Common Stock, Class A (ESPP) <sup>(1)</sup> 12/31/20   |  |  |  |  | )16  |   | A   | V   | 286  | A  | \$1   | \$10.46(2)   |   | 2,011   | D  |  |   |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |  |  |  |  |  |   |   |   |  |  |   |  |   |   |  |  |   |  |
| tive Conversion Date E   |  | Execution if any   | Execution Date, f any C (Month/Day/Year) 8   |  | Transaction<br>Code (Instr.<br>8)  |   | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5)  |   | 6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration  |  |   | Amount or Number of  |   | ivative<br>urity  | derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported   | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4)  | )<br>ect  | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)   |
|  | (FG FARM FILLE M. (S  Security (Ins. Stock, Cla  2. Conversion or Exercise Price of Derivative | (First) ( G FARM BLVD., SUITE 55  ILLE MD (State) ( Table Security (Instr. 3)  Stock, Class A (ESPP)(1)  Table Security (Instr. 3) | (First) (Middle) G FARM BLVD., SUITE 550  ILLE MD 20850  (State) (Zip)  Table I - Note of the content of the co | (First) (Middle)  G FARM BLVD., SUITE 550  ILLE MD 20850  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3) 2. Transactor Date (Month/Date)  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Stock, Class A (ESPP)(1) 12/31/2 | (First) (Middle)  G FARM BLVD., SUITE 550  4. If  ILLE MD 20850  (State) (Zip)  Table I - Non-Derivative  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock, Class A (ESPP)(1)  Table II - Derivative Security (e.g., puts, centered and puts of the purity o | (First) (Middle)  G FARM BLVD., SUITE 550   Table I - Non-Derivative Security (Instr. 3)  Stock, Class A (ESPP)(1)  Table II - Derivative Security (e.g., puts, calls, lift and resecutive for Exercise Price of Derivative Security  2. Transaction Date (Month/Day/Year)  3. Date of 12/31/20  4. If Amer  4. If Amer  12/31/20  4. If Amer  12/31/2016  Table II - Derivative Security (e.g., puts, calls, if any (Month/Day/Year)  12/31/2016 | (First) (Middle)  G FARM BLVD., SUITE 550   Table I - Non-Derivative Securities  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock, Class A (ESPP)(1)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year)  3. Date of Earlies 12/31/2016  4. If Amendment 2A. Deeme Execution if any (Month/Day/Year)  [A Transaction Code (Instr. 2B) (Month/Day/Year) | (First) (Middle)  G FARM BLVD., SUITE 550  ILLE MD 20850  (State) (Zip)  Table I - Non-Derivative Securities Accurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock, Class A (ESPP)(1)  Table II - Derivative Securities Acquege.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquege.g., puts, calls, warrants, (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)  3. Date of Earliest Trans 12/31/2016  4. If Amendment, Date of Earliest Trans 12/31/2016  Table II - Non-Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (First) (Middle)  G FARM BLVD., SUITE 550   Table I - Non-Derivative Securities Acquired (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired, I (e.g., puts, calls, warrants, option or Exercise Price of Derivative Security  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  Table II - Derivative Securities Acquired, I (e.g., puts, calls, warrants, option of Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date | (First) (Middle)  G FARM BLVD., SUITE 550   Table I - Non-Derivative Securities Acquired, Dispective (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Leg., puts, calls, warrants, options, complex of (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original File (Month/Day/Year)  Transaction Date (Month/Day/Year)  3. Transaction Date (Leg., puts, calls, warrants, options, complex of (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original File (Month/Day/Year)  Transaction Date (Month/Day/Year)  4. Transaction Date (Leg., puts, calls, warrants, options, complex of (Month/Day/Year)  2. Transaction Date (Leg., puts, calls, warrants, options, complex of (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  5. Number of Expiration Date (Month/Day/Year)  6. Date Execution Date, (Month/Day/Year)  6. Date Date (Month/Day/Year) | (First) (Middle) G FARM BLVD., SUITE 550  Table I - Non-Derivative Securities Acquired, Disposed Of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day Description Date (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day Description Date (Month/Day/Year)  4. Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibes)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  5. Number of Derivative Securities Acquired (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  6. Date Exercisable Expiration Date (Month/Day/Year)  8. Date Date Expiration | (First) (Middle) G FARM BLVD., SUITE 550  ILLE MD 20850  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or E Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Path (Month/Day/Year)  12/31/2016  A V 286 A  Table II - Derivative Securities Acquired, Disposed of, or Bet (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Securities Acquired, Disposed of, or Bet (e.g., puts, calls, warrants, options, convertible security (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  4. Securities Acquired, Disposed of, or Bet (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Instr. 8)  2. Conversion or Exercise Price of Date (Month/Day/Year)  (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Code V Amount (A) or Derivative Securities Acquired, Disposed of, or Bet (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Instr. 8)  2. Date Exercision (Month/Day/Year)  7. Title Amount (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8)  8. Date Exercision (Month/Day/Year)  9. Date Expiration Date (Month/Day/Year)  9. Date Expiration Date (Month/Day/Year) | (First) (Middle) G FARM BLVD., SUITE 550  ILLE MD 20850  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic Georginal Filed (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  4. Securities Acquired (A) or Disposed of, or Beneficing (e.g., puts, calls, warrants, options, convertible securities (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year)  2. 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Inditine)   X   ILLE MD   20850 | (First) (Middle) G FARM BLVD., SUITE 550  ILLE MD 20850  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)    2. Transaction Date (Month/Day/Year) (Month/Day/Year) | (First) (Middle) G FARM BLVD., SUITE 550  4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Stock, Class A (ESPP)(I)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transactions (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transactions (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction (Month/Day/Year)  A V 286 A \$10.46(2) 2,011  Table II - Derivative Securities Acquired (Month/Day/Year)  A V 286 A \$10.46(2) 2,011  Table II - Derivative Securities Acquired (Month/Day/Year)  A Nount of Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  2. (Instr. 3)  3. 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Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(S) (Instr. 3, 4 and 9)  Stock, Class A (ESPP)(1)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Source (Month/Day/Year)  A v 286 A \$10.46(2) 2,011 D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Source (Month/Day/Year)  A Date Exercisable and T. Title and Expiration Date (Month/Day/Year)  Source (Month/Day/Year)  A Date Exercisable and T. Title and Security (Instr. 3)  Security (Instr. 4)  A Date Exercisable and T. Title and Security (Instr. 5)  Security (Instr. 5)  Source (Month/Day/Year)  A Date Exercisable and T. Title and T. Title and Security (Instr. 5)  Source (Month/Day/Year)  A Date Exercisable and T. Title and T. T | (First) (Middle) G FARM BLVD., SUITE 550  4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year |

## **Explanation of Responses:**

- 1. The reporting person is voluntarily reporting the acquisition of common stock pursuant to the issuer's Employee Stock Purchase Plan (ESPP) for the period October 1, 2016 through December 31, 2016. This transaction is exempt under Rule 16(b)-3(c).
- 2. In accordance with the ESPP, these shares were purchased at 85% of the September 30, 2016 closing price of the issuer's common stock.

/s/ Matthew Maxwell Donley 01/06/2017

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.