

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>KEEN VICTOR F</u> (Last) (First) (Middle) <u>C/O 3DICON CORPORATION, 6804 SOUTH CANTON AVENUE, SUITE 150</u> (Street) <u>TULSA OK 74136</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>3DICON CORP [TDCP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/24/2016</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 <input type="checkbox"/> 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			

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				
Series B Convertible Preferred Stock	(1)	03/24/2016		A		1,193,582 ⁽²⁾		03/24/2016	(3)	Common Stock	2,284,515,948	(4)	1,193,582	D	

Explanation of Responses:

- Each share of Series B Convertible Preferred Stock is convertible into 1,914 shares of common stock.
- Pursuant to certain Securities Purchase Agreements dated December 11, 2015, 3DIcon Corporation (the "Company") had agreed to issue, and on March 24, 2016 issued, to certain officers, directors, consultants and service providers (collectively, "Recipients") and the Recipients had agreed to accept, and on March 24, 2016 received, shares of Series B Preferred Stock in consideration for the satisfaction, in lieu of cash payment, of an aggregate of \$1,105,402.72 owed by the Company to the Recipients. Among the Recipients was the Reporting Person, the Company's Chief Executive Officer, who received 1,193,582 shares of Series B Preferred in satisfaction of \$685,354.62 owed to him under certain notes, in connection with certain advances he provided to the Company and for services he provided to the Company.
- None.
- The price of the derivative security was not determined for this transaction as the issuance reported was made in consideration for the settlement of amounts owed to the Reporting Person.

/s/ Victor F. Keen 03/28/2016
 ** 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.