

<b>OMB APPROVAL</b>	
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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

1. Name and Address of Reporting Person* <u>Ward Keith Wayne</u>  (Last) (First) (Middle) 2801 GATEWAY DRIVE SUITE 150  (Street) IRVING TX 75063  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>REATA PHARMACEUTICALS INC [RETA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Development Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/25/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Class A common stock	02/25/2019		C <sup>(1)</sup>		15,183	A	(2)	23,803	D	
Class A common stock	02/25/2019		S <sup>(1)</sup>		15,183	D	\$91	8,620	D	
Class A common stock	02/26/2019		C <sup>(1)</sup>		25,184	A	(2)	33,804	D	
Class A common stock	02/26/2019		S <sup>(1)</sup>		16,817	D	\$91	16,987	D	
Class A common stock	02/26/2019		S <sup>(1)</sup>		8,367	D	\$91.62	8,620	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	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$11	02/25/2019		M <sup>(1)</sup>			15,183	(3)	05/25/2026	Class B common stock <sup>(2)</sup>	15,183	\$0.00	92,967	D	
Class B common stock	(2)	02/25/2019		M <sup>(1)</sup>		15,183		(2)	(2)	Class A common stock	15,183	\$11	15,183	D	
Class B common stock	(2)	02/25/2019		C <sup>(1)</sup>		15,183		(2)	(2)	Class A common stock	15,183	(2)	0	D	
Employee Stock Option (right to buy)	\$11	02/26/2019		M <sup>(1)</sup>			16,817	(3)	05/25/2026	Class B common stock <sup>(2)</sup>	16,817	\$0.00	76,150	D	
Employee Stock Option (right to buy)	\$11.62	02/26/2019		M <sup>(1)</sup>			8,367	(4)	06/15/2023	Class B common stock <sup>(2)</sup>	8,367	\$0.00	0	D	
Class B common stock	(2)	02/26/2019		M <sup>(1)</sup>		16,817		(2)	(2)	Class A common stock	16,817	\$11	16,817	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	Amount or Number of Shares				
Class B common stock	(2)	02/26/2019		M <sup>(1)</sup>		8,367		(2)	(2)	Class A common stock	8,367	\$11.62	25,184	D	
Class B common stock	(2)	02/26/2019		C <sup>(1)</sup>		25,184		(2)	(2)	Class A common stock	25,184	(2)	0	D	

**Explanation of Responses:**

- The exercise, conversion and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 27, 2018.
- The Class B common stock is convertible into Class A common stock on a one-for-one basis at the holder's election at any time. The conversion right of the Class B common stock has no expiration date.
- The options, representing a right to purchase a total of 108,150 shares, vest in sixteen equal quarterly installments beginning on August 25, 2016.
- The options, representing a right to purchase a total of 82,287 shares, vested in twenty equal quarterly installments beginning on September 15, 2013.

**Remarks:**

/s/ Michael D. Wortley,                      02/27/2019  
attorney-in-fact

\*\* 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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