

<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>WORTLEY MICHAEL D</u>  (Last) (First) (Middle) <u>2801 GATEWAY DRIVE</u> <u>SUITE 150</u>  (Street) <u>IRVING TX 75063</u>  (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 Legal Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/05/2019</u>	
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	03/05/2019		C		26,940	A	(1)	26,940	D	
Class A common stock	03/05/2019		S		8,489	D	\$98.6029(2)	18,451	D	
Class A common stock	03/05/2019		S		7,019	D	\$99.4756(3)	11,432	D	
Class A common stock	03/05/2019		S		5,041	D	\$100.425(4)	6,391	D	
Class A common stock	03/05/2019		S		300	D	\$101.6917(5)	6,091	D	
Class A common stock	03/05/2019		S		4,161	D	\$102.508(6)	1,930	D	
Class A common stock	03/05/2019		S		1,830	D	\$103.5419(7)	100	D	
Class A common stock	03/05/2019		S		100	D	\$104.145	0	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
Employee Stock Option (right to buy)	\$11	03/05/2019		M			26,940	(8)	05/25/2026	Class B common stock(1)	26,940	\$0.00	12,245	D	
Class B common stock	(1)	03/05/2019		M		26,940		(1)	(1)	Class A common stock	26,940	\$11	26,940	D	
Class B common stock	(1)	03/05/2019		C		26,940		(1)	(1)	Class A common stock	26,940	(1)	0	D	

**Explanation of Responses:**

- 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions on one day at prices ranging from \$98.04 to \$99.00. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions on one day at prices ranging from \$99.06 to \$100.01. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions on one day at prices ranging from \$100.04 to \$100.83. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions on one day at prices ranging from \$101.04 to \$102.02. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions on one day at prices ranging from \$102.04 to \$103.02. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions on one day at prices ranging from \$103.065 to \$103.88. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
8. The options, representing a right to purchase a total of 39,185 shares, vest in sixteen equal quarterly installments beginning on August 25, 2016.

**Remarks:**

/s/ Michael D. Wortley                      03/07/2019

\*\* 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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