

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Burns Thomas William	GLAUKOS Corp [GKOS]	☒ Director ☐ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	☒ Officer (give title below) ☐ Other (specify below)
C/O GLAUKOS CORPORATION, 229 AVENIDA FABRICANTE	3/12/2020	Chief Executive Officer
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
SAN CLEMENTE, CA 92672		☒ Form filed by One Reporting Person
(City) (State) (Zip)		☐ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/12/2020		A		11335 (1)	A	\$0	283834 (2)	D	
Common Stock (3)	3/12/2020		A		30052	A	\$0	313886 (2)	D	
Common Stock								238107	I	Through the Burns Annuity Trust
Common Stock								120000	I	Through the Burns Charitable Remainder Trust
Common Stock								277847	I	Through the Burns Family Trust
Common Stock								100000	I	Through the Janet M. Burns Irrevocable Trust
Common Stock								100000	I	Through the Thomas W. Burns Irrevocable Trust

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$39.10	3/12/2020		A		65170	(4)	3/12/2030	Common Stock	65170	\$0	65170	D	

Explanation of Responses:

- (1) Represents shares of common stock subject to a restricted stock unit award previously granted by the Issuer on April 1, 2019 pursuant to the Reporting Person's election to receive his annual bonus for 2019 in the form of restricted stock units rather than cash (the "Bonus Election"). The Compensation Committee determined on March 12, 2020 the annual bonus payable to the Reporting Person pursuant to the Issuer's 2019 executive bonus plan and the number of stock units earned by the Reporting Person in accordance with the Bonus Election, subject to continued employment through the vesting date. The restricted stock units will vest on April 1, 2020 and are payable on a one-for-one basis in shares of the Issuer's common stock.
- (2) Includes 49,468 restricted stock units that have not yet vested or been delivered to the Reporting Person.

- (3) Granted by the Issuer in the form of restricted stock units which vest over a four-year period, with 25% to vest on each anniversary of the grant date.
- (4) These options vest over four years from the grant date, with 25% vesting on the first anniversary of the grant date and the remaining amount vesting in equal monthly installments over the following three years.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burns Thomas William C/O GLAUKOS CORPORATION 229 AVENIDA FABRICANTE SAN CLEMENTE, CA 92672	X		Chief Executive Officer	

Signatures

/s/ Robert L. Davis, Attorney-in-Fact

3/16/2020

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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