

AGIOS PHARMACEUTICALS INC
Form 4
March 07, 2014

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Goddard Glenn

(Last) (First) (Middle)

C/O AGIOS
PHARMACEUTICALS, INC., 38
SIDNEY STREET, 2ND FLOOR

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AGIOS PHARMACEUTICALS INC
[AGIO]

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President, Finance

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

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 or Price		
Common Stock	03/06/2014		M ⁽¹⁾		5,468 A \$ 0.4675	D	
Common Stock	03/06/2014		S ⁽²⁾		5,468 D \$ 35.54 ⁽³⁾	D	
Common Stock	03/07/2014		M ⁽¹⁾		9,666 A \$ 0.4675	D	
Common Stock	03/07/2014		M ⁽¹⁾		2,334 A \$ 0.6875	D	
	03/07/2014		S ⁽²⁾		12,000 D 0	D	

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Common Stock \$ 45.1
(4)

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

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock option (right to buy)	\$ 31.64	03/05/2014		A	40,000	<u>(5)</u> 03/04/2024	Common stock 40,000
Stock option (right to buy)	\$ 0.4675	03/06/2014		M ⁽¹⁾	5,468	<u>(6)</u> 08/11/2020	Common stock 5,468
Stock option (right to buy)	\$ 0.4675	03/07/2014		M ⁽¹⁾	9,666	<u>(6)</u> 08/11/2020	Common stock 9,666
Stock option (right to buy)	\$ 0.6875	03/07/2014		M ⁽¹⁾	2,334	<u>(7)</u> 09/14/2021	Common stock 2,334

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Goddard Glenn
 C/O AGIOS PHARMACEUTICALS, INC.
 38 SIDNEY STREET, 2ND FLOOR
 CAMBRIDGE, MA 02139

Senior Vice President, Finance

Signatures

/s/ Glenn
Goddard

03/07/2014

 Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

- (1) This exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$35.00 to \$36.86. The reporting person undertakes, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

- (3) The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$45.00 to \$46.45. The reporting person undertakes, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- (4) This option was granted on March 5, 2014. The shares underlying this option vest as to 25% of the underlying shares on March 5, 2015, with the remaining 75% vesting in 36 equal monthly installments thereafter.
- (5) This option was granted on August 12, 2010. The shares underlying this option vest as to 25% of the underlying shares on July 1, 2011, with the remaining 75% vesting in 36 equal monthly installments thereafter.
- (6) This option was granted on September 15, 2011. The shares underlying this option vest as to 25% of the underlying shares on September 15, 2012, with the remaining 75% vesting in 36 equal monthly installments thereafter.
- (7)

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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