

ACORDA THERAPEUTICS INC
Form 4
February 17, 2006

FORM 4

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

OMB APPROVAL

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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 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 *
FLEMING STANDISH

2. Issuer Name and Ticker or Trading Symbol
**ACORDA THERAPEUTICS INC
[ACOR]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O ACORDA THERAPEUTICS, INC, 15 SKYLINE DRIVE

(Street)

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

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HAWTHORNE, NY 10532

(City) (State) (Zip)

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common	02/15/2006		C		323,206	A	<u>(1)</u> 323,206 <u>(1)</u>	I	See Footnote <u>(2)</u>
Common	02/15/2006		C		27,399	A	<u>(1)</u> 350,605 <u>(1)</u>	I	See Footnote <u>(3)</u>
Common	02/15/2006		C		482,390	A	<u>(1)</u> 832,995 <u>(1)</u>	I	See Footnote <u>(2)</u>
Common	02/15/2006		C		40,894	A	<u>(1)</u> 873,889 <u>(1)</u>	I	See

Common	02/15/2006	P	115,231	A	\$ 6	989,120	I	Footnote (3) See Footnote (2)
Common	02/15/2006	P	9,769	A	\$ 6	998,889	I	See Footnote (3)

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

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 control number.

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(9-02)

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
Series I Convertible Preferred Stock	(1)	02/15/2006		C	420,168	(1) (1)	Common Stock 323,206 (1)
Series I Convertible Preferred Stock	(1)	02/15/2006		C	35,619	(1) (1)	Common Stock 27,399 (1)
Series J Convertible Preferred Stock	(1)	02/15/2006		C	627,108	(1) (1)	Common Stock 482,390 (1)
Series J Convertible Preferred Stock	(1)	02/15/2006		C	53,163	(1) (1)	Common Stock 40,894 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLEMING STANDISH C/O ACORDA THERAPEUTICS, INC 15 SKYLINE DRIVE HAWTHORNE, NY 10532	X			

Signatures

s/ Michelle Meyers, by power of attorney
Date: 02/17/2006

**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) All of the outstanding shares of the Issuer's Series I and J Convertible Preferred Stock automatically converted to Common Stock of the Issuer upon the closing of the Issuer's initial public offering and had no expiration date.

These shares are held by Forward Ventures IV, L.P. ("FV IV"). According to information provided by FV IV, Mr. Fleming could be deemed to have shared voting and dispositive power with respect to the shares of stock held by FV IV. However, Mr. Fleming disclaims beneficial ownership except to the extent of his indirect pecuniary interest therein, and this report shall not be deemed to be an admission that he is the beneficial owner of these securities for purposes of Section 16.
 - (2) These shares are held by Forward Ventures IV B, L.P. ("FV IV B"). According to information provided by FV IV B, Mr. Fleming could be deemed to have shared voting and dispositive power with respect to the shares of stock held by FV IV B. However, Mr. Fleming disclaims beneficial ownership except to the extent of his indirect pecuniary interest therein, and this report shall not be deemed to be an admission that he is the beneficial owner of these securities for purposes of Section 16.
 - (3) These shares are held by Forward Ventures IV B, L.P. ("FV IV B"). According to information provided by FV IV B, Mr. Fleming could be deemed to have shared voting and dispositive power with respect to the shares of stock held by FV IV B. However, Mr. Fleming disclaims beneficial ownership except to the extent of his indirect pecuniary interest therein, and this report shall not be deemed to be an admission that he is the beneficial owner of these securities for purposes of Section 16.

Remarks:

Exhibit List - Exhibit 24: Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.