

AMICUS THERAPEUTICS INC

Form 4

December 17, 2007

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 *
Crowley John F

2. Issuer Name and Ticker or Trading Symbol
AMICUS THERAPEUTICS INC
[FOLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O AMICUS THERAPEUTICS,
INC., 6 CEDAR BROOK DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2007

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

(Street)
CRANBURY, NJ 08512

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 12/14/2007 | | M | 5,000 A \$ 0.638 | 48,736 | D | |
| Common Stock | | | | | 13,333 ⁽¹⁾ | I | By MPAJ, LLC |
| Common Stock | | | | | 60,000 ⁽²⁾ | I | By Aileen A. Crowley Grantor Retained Annuity Trust |

Common
Stock

73,333 ⁽³⁾ I

By John F.
Crowley
Grantor
Retained
Annuity
Trust

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

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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 (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 |
| Employee Stock Option (Right to Buy) | \$ 0.638 | 12/14/2007 | | M | 5,000 | ⁽⁴⁾ | 01/06/2015 | Common Stock | 143,666 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Crowley John F C/O AMICUS THERAPEUTICS, INC. 6 CEDAR BROOK DRIVE CRANBURY, NJ 08512 | X | | President & CEO | |

Signatures

John F. Crowley 12/17/2007

**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) These shares are held by MPAJ,LLC.

These shares are held by the Aileen A. Crowley 2007 Grantor Retained Annuity Trust. Mr. Crowley disclaims beneficial ownership of the

(2) shares held by the Aileen A. Crowley 2007 Grantor Retained Annuity Trust, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of section 16 or for any other purpose.

(3) These shares are held by the John F. Crowley 2007 Grantor Retained Annuity Trust.

These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the total aggregate

(4) number of options granted, vested on January 3, 2006. The remaining options vest and become exercisable in a series of thirty-five successive equal monthly installments of 6,247 shares, beginning on February 3, 2006, with the final installment of 6,231 shares becoming exercisable on January 3, 2009.

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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