

PHILLIPS BARCLAY A
Form 4
November 12, 2009

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 *
PHILLIPS BARCLAY A

(Last) (First) (Middle)

C/O MICROMET, INC., 6707
DEMOCRACY BLVD., SUITE 505

(Street)

BETHESDA, MD 20817

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MICROMET, INC. [MITI]

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

08/29/2008

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)

SVP / Chief Financial Officer

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	08/29/2008		J ⁽¹⁾		250,580 (2)	D	\$ 0 0
Common Stock	08/29/2008		J ⁽¹⁾		83,526 (2)	D	\$ 0 0
Common Stock	11/09/2009		M ⁽⁵⁾⁽⁶⁾		17,500	A	\$ 2.33 17,500
Common Stock	11/09/2009		M ⁽⁵⁾⁽⁶⁾		17,500	A	\$ 2.75 35,000
Common Stock	11/09/2009		S ⁽⁵⁾⁽⁶⁾		35,000	D	\$ 6.103 0

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Common Stock	1,317 ⁽²⁾	I	By IRA ⁽⁸⁾
Common Stock	166 ⁽²⁾	D	

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 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
Stock option (right to buy)	\$ 2.33	11/09/2009		M ⁽⁵⁾⁽⁶⁾		17,500		⁽⁹⁾	06/27/2017	Common Stock	17,500
Stock option (right to buy)	\$ 2.75	11/09/2009		M ⁽⁵⁾⁽⁶⁾		17,500		⁽¹⁰⁾	06/27/2018	Common Stock	17,500
Stock option (right to buy)	\$ 28.95							⁽¹¹⁾	06/09/2014	Common Stock	3,333 (2)
Stock option (right to buy)	\$ 8.46							⁽¹³⁾	06/13/2015	Common Stock	3,333 (2)
Stock option (right to buy)	\$ 6.63							⁽¹⁴⁾	05/04/2016	Common Stock	35,000
Stock option (right to buy)	\$ 6.63							⁽¹⁶⁾	05/04/2016	Common Stock	2,500

buy)					
Stock option (right to buy)	\$ 6.23	(17)	09/01/2018	Common Stock	300,000
Stock option (right to buy)	\$ 3.16	(18)	03/31/2019	Common Stock	37,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHILLIPS BARCLAY A C/O MICROMET, INC. 6707 DEMOCRACY BLVD., SUITE 505 BETHESDA, MD 20817			SVP / Chief Financial Officer	

Signatures

/s/ Brian F. Leaf,
attorney-in-fact

11/12/2009

**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) The Reporting Person separated from Vector Fund Management on August 29, 2008 and as of that date no longer had or shared any voting or dispositive authority over the shares of the Issuer held by the investment funds managed by Vector Fund Management (the "Funds"). As a result, effective August 29, 2008, the Reporting Person ceased to have beneficial ownership of the securities held by the Funds.
 - (2) Shares reported are shown after a 1-for-3 reverse stock split effected by the Issuer on May 5, 2006.
 - (3) Shares are held by Vector Later-Stage Equity Fund II (QP), LP. Prior to August 29, 2008, the Reporting Person was the managing member of Vector Fund Management II, L.L.C., which is the general partner of Vector Later-Stage Equity Fund II (QP), L.P.
 - (4) Shares are held by Vector Later-Stage Equity Fund II, LP. Prior to August 29, 2008, the Reporting Person was the managing member of Vector Fund Management II, L.L.C., which is the general partner of Vector Later-Stage Equity Fund II, L.P.
 - (5) This option was exercised at the direction of Vector Fund Management. This option was held by the Reporting Person in his capacity as a director of the Issuer prior to his separation from Vector Fund Management. Under the terms of the Reporting Person's agreement with Vector Fund Management, the option was held for the benefit of the Funds and the net proceeds from such exercise will be forwarded to the Funds.
 - (6) In connection with the wind down of the Funds, the option was exercised by the Reporting Person at the direction of Vector Fund Management, the underlying shares were sold by the Reporting Person at the direction of Vector Fund Management, and the proceeds of the sale were remitted to the Funds for distribution to the Funds' limited partners. The Reporting Person disclaims beneficial ownership over such shares, except to the extent of his pecuniary interest therein.
 - (7) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$6.00 to \$6.29 per share. The Reporting Person undertakes to provide, upon request by the SEC staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

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- (8) Shares are held by Dean Witter Reynolds, custodian for Barclay A. Phillips, IRA Rollover.
- (9) This option vested in 12 equal monthly installments through June 28, 2008.
- (10) This option vested in 12 equal monthly installments through June 27, 2009.
- (11) This option vested in 12 equal monthly installments through June 10, 2005.
This option was received by the Reporting Person in his capacity as a director of the Issuer prior to his separation from Vector Fund. Under the terms of the Reporting Person's agreement with Vector Fund Management, this option was originally held for the benefit of Vector Fund Management. Pursuant to an agreement between the Reporting Person and Vector Fund Management in connection with the wind down of the Funds, the Reporting Person now holds this option for his own account.
- (12) This option vested in 12 equal monthly installments through June 14, 2006.
- (13) This option vested in 36 equal monthly installments through May 5, 2009.
This option was received by the Reporting Person in his capacity as a director of the Issuer prior to his separation from Vector Fund. In connection with the wind down of the Funds, the Reporting Person continues to hold this option for the benefit of Vector Fund Management or its assigns. The Reporting Person disclaims beneficial ownership over such shares, except to the extent of his pecuniary interest therein.
- (14) This option vested in 12 equal monthly installments through May 5, 2007.
- (15) Twenty-five percent of the shares underlying the option vested on September 1, 2009, the first anniversary of the date of grant, with the remainder vesting in 36 equal monthly installments thereafter through September 1, 2012.
- (16) This option vests in 36 equal monthly installments through April 1, 2012.
- (17)
- (18)

Remarks:

The option exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

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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