ARMEN GARO H Form 4

March 04, 2009

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 1(b).

Common

Stock

Stock

03/02/2009

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** ARMEN GARO H | | Symbol | | d Ticker or Trading INC /DE/ [AGEN] | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|---|-------------------------|-------------|------------|--------------------------------------|--|------------------------------|------------------------|----------------|--|
| æ | | | | | - | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of | of Earliest T | Transaction | | | | |
| | | | (Month/I | Day/Year) | | Director | | _ 10% Owner | |
| 162 FIFTH | FIFTH AVENUE, SUITE 900 | | 03/02/2 | 2009 | | _X_ Officer below) | (give title below | - ` | |
| | | | | | | | Chairman and | · / | |
| | | 4. If Am | endment, D | Date Original | 6. Individual or Joint/Group Filing(Check | | | | |
| | | | Filed(Mo | nth/Day/Yea | ar) | Applicable Lin_X_ Form filed | ne) d by One Report | ng Person | |
| NEW YOR | RK, NY 10010 | | | | | Form filed Person | l by More than C | ne Reporting | |
| (City) | (State) | (Zip) | Tab | le I - Non- | Derivative Securities Acq | uired, Dispos | ed of, or Bene | ficially Owned | |
| 1.Title of | 2. Transaction Date | 2A. Deemed | d | 3. | 4. Securities Acquired (A) | 5. Amount | of 6. | 7. Nature of | |
| Security | (Month/Day/Year) | Execution I | Date, if | Transactio | omr Disposed of (D) | Securities | Ownersh | ip Indirect | |
| (Instr. 3) | | any | | Code | (Instr. 3, 4 and 5) | Beneficially | y Form: | Beneficial | |
| | | (Month/Day | y/Year) | (Instr. 8) | | Owned | Direct (I | · . | |
| | | | | | | Following | or Indire | et (Instr. 4) | |
| | | | | | (A) | Reported | (I) | | |
| | | | | | or | Transaction | ` ' ' ' ' | | |
| | | | | G 1 17 | . (D) D: | (Instr. 3 and | 14) | | |

Common 12,655,941 I

Code V

 $\mathbf{J}_{\underline{1}}$

Amount

86,867 A

(D)

Price

0.4221

Antigenics Holdings and Armen Partners LP

(2)

By

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

1,132,819

D

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|----------------------|---------------|-------------------------|--------------------------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onNumber | Expiration D | ate | Amount of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 and 4 |) | Own |
| | Security | | | | Acquired | | | | | Follo |
| | | | | | (A) or | | | | | Repo |
| | | | | | Disposed | | | | | Trans |
| | | | | | of (D) | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | | | | Amoun | f | |
| | | | | | | | | | ı | |
| | | | | | | Date | Expiration cisable Date | | r | |
| | | | | | | Exercisable | | | | |
| | | | | Code V | (A) (D) | | | | | |
| | | | | Code V | of (D) (Instr. 3, | | • | Amoun or Title Numbe of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ARMEN GARO H 162 FIFTH AVENUE SUITE 900 NEW YORK, NY 10010

Chairman and CEO

Signatures

Christine M. Klaskin, by Power of Attorney

03/04/2009

Date

**Signature of Reporting Person

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) Represents issuance of stock for payment of 30% of Dr. Garo Armen's base salary.
 - Dr. Armen is General Partner of Armen Partners LP. As of the date of this report Armen Partners owns a total of 1,501,667 shares of Antigenics Inc. common stock. Dr. Armen has a pecuniary interest in only a portion of the shares held by Armen Partners LP and
- disclaims beneficial ownership except to the extent of his pecuniary interest therein. Dr. Armen is also CEO, Chairman of the Board of Managers, and a member of Antigenics Holdings LLC ("Holdings") which, as of the dat of this report, owns 11,154,274 shares of Antigenics Inc. common stock. Dr. Armen has a pecuniary interest only in a portion of the shares held by Holdings and disclaims beneficial ownership to the extend of his pecuniary interest therein.

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.

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