AGIOS PHARMACEUTICALS INC

Form 4

September 29, 2014

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average burden hours per

0.5

Form 5 obligations may continue.

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

response...

Applicable Line)

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Schenkein David P Issuer Symbol AGIOS PHARMACEUTICALS INC (Check all applicable) [AGIO] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O AGIOS 09/26/2014 Chief Executive Officer PHARMACEUTICALS, INC., 38 SIDNEY STREET, 2ND FLOOR (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

CAMBRIDGE, MA 02139

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) 5. Amount of 1.Title of 2. Transaction Date 2A. Deemed 3. 7. Nature of Transactionor Disposed of (D) Securities Indirect Security (Month/Day/Year) Execution Date, if Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial

(IIIsu. 3)		(Month/Day/Year)	(Instr. 8)	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common stock	09/26/2014		M(1)	30,000	` ′	\$ 0.3025	283,272	I	See footnote
Common stock	09/26/2014		S(3)	30,000	D	\$ 62.68 (4)	253,272	I	See footnote
Common stock	09/26/2014		S(3)	30,000	D	\$ 62.68 (4)	137,772	I	See footnote (5)

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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 on 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)	\$ 0.3025	09/26/2014		M(1)	30,000	<u>(6)</u>	08/12/2019	Common stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Schenkein David P C/O AGIOS PHARMACEUTICALS, INC. 38 SIDNEY STREET, 2ND FLOOR	X		Chief Executive Officer			
CAMBRIDGE, MA 02139						

Signatures

/s/ Glenn Goddard, as Attorney-in-Fact for David Schenkein

09/29/2014

**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) Shares held by David P. Schenkein 2004 Revocable Trust, of which the reporting person is trustee and beneficiary.
- (3) 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 \$60.00 to \$64.80. The (4) reporting person undertakes, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the

(4) 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.

Reporting Owners 2

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- (5) Shares held by Amy P. Schenkein 2004 Revocable Trust, of which the reporting person's spouse is trustee and beneficiary.
- This option was granted on August 13, 2009. The shares underlying this option vest as to 25% of the shares on June 3, 2010, with the remaining 75% vesting in 36 equal monthly installments thereafter.

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.