

AGIOS PHARMACEUTICALS INC

Form 4

October 19, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Higgon's John Duncan

(Last) (First) (Middle)

C/O AGIOS
PHARMACEUTICALS, INC., 88
SIDNEY STREET

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
AGIOS PHARMACEUTICALS INC
[AGIO]

3. Date of Earliest Transaction
(Month/Day/Year)
10/15/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (A) or (D)	Price		
Common stock	10/15/2015		M ⁽¹⁾		10,000	A \$ 0.3025	91,835	D
Common stock	10/15/2015		M ⁽¹⁾		8,843	A \$ 0.3025	100,678	D
Common stock	10/15/2015		M ⁽¹⁾		1,157	A \$ 0.47	101,835	D
Common stock	10/15/2015		S ⁽²⁾		20,000	D \$ 71.04 (3)	81,835	D

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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)		8. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 0.3025	10/15/2015		M ⁽¹⁾		10,000		⁽⁴⁾	08/12/2019	Common stock	10,000
Stock option (right to buy)	\$ 0.3025	10/15/2015		M ⁽¹⁾		8,843		⁽⁵⁾	03/25/2020	Common stock	8,843
Stock option (right to buy)	\$ 0.47	10/15/2015		M ⁽¹⁾		1,157		⁽⁶⁾	03/01/2021	Common stock	1,157

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Higsons John Duncan
C/O AGIOS PHARMACEUTICALS, INC.
88 SIDNEY STREET
CAMBRIDGE, MA 02139

Chief Operating Officer

Signatures

/s/ Glenn Goddard, as Attorney-in-Fact for John Duncan
Higsons

10/19/2015

**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) 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 \$70.04 to \$72.80. The 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

(4) This option was granted on August 13, 2009. The shares underlying this option vest as to 25% of the shares on May 18, 2010, with the remaining 75% vesting in 36 equal monthly installments thereafter.

This option was granted on March 26, 2010 for the purchase of 36,363 shares of common stock. The option vests as to 50% of the underlying shares upon the achievement of a performance milestone and with the remaining 50% vesting in 36 equal monthly installments thereafter. The performance criteria for the performance milestone were met on June 3, 2010.

(6) This option was granted on March 2, 2011 for the purchase of 3,636 shares of common stock. The option vests as to 33% of the underlying shares upon the achievement of a performance milestone and with the remaining 67% vesting in 24 equal monthly installments thereafter. The performance criteria for the performance milestone were met on July 19, 2013.

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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