SMITH IAN F Form 4 June 19, 2009

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*SMITH IAN F

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

INFINITY PHARMACEUTICALS,

(Check all applicable)

INC. [INFI]

(Middle)

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

06/17/2009

\_X\_ Director \_\_\_\_\_ 10% Owner \_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify

C/O INFINITY

(Last)

PHARMACEUTICALS, INC., 780 MEMORIAL DRIVE

(Street)

(First)

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4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

Person

Issuer

CAMBRIDGE, MA 02139

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date

Execution Date, if

(Month/Day/Year)

3. 4. Securities
TransactionAcquired (A) or
Code Disposed of (D)
(Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4)

(A)

Reported
Transaction(s)
r
(Instr. 3 and 4)

or (Instr. 3

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: SMITH IAN F - Form 4

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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. Transacti Code (Instr. 8)	Securities Acquired (A) or Disposed (D)	Acquired A) or Disposed of D) Instr. 3, 4,		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 5.63	06/17/2009		A	5,625		<u>(1)</u>	06/17/2019	Common Stock	5,625	
Stock Option (right to buy)	\$ 5.63	06/17/2009		A	3,750		(2)	06/17/2019	Common Stock	3,750	

## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				

SMITH IAN F C/O INFINITY PHARMACEUTICALS, INC. 780 MEMORIAL DRIVE CAMBRIDGE, MA 02139



### **Signatures**

/s/ Ian F. Smith 06/18/2009

\*\*Signature of 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 option vests in equal quarterly installments beginning at the end of the first quarter after the date of grant, provided that the holder continues to serve as a director of the issuer.
- (2) The option vests in equal quarterly installments beginning at the end of the first quarter after the date of grant, provided that the holder continues to serve as chair of the Audit Committee of the issuer?s Board of Directors.

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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