

AMICUS THERAPEUTICS INC

Form 4

May 12, 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 *
Valenzano Ken

2. Issuer Name **and** Ticker or Trading
Symbol
AMICUS THERAPEUTICS INC
[FOLD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1 CEDAR BROOK DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2015

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

SVP, Pharmacology & Biology

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

CRANBURY, NJ 08512

(City) (State) (Zip)

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	05/08/2015		M		25,000	A <u>11</u>	25,000	D	
Common stock	05/08/2015		F		9,313	D \$ 10.8	15,687	D	
Common stock	05/11/2015		S ⁽²⁾		5,000	D \$ 10.8399 ⁽³⁾	10,687	D	
Common stock	05/11/2015		S ⁽⁴⁾		8,000	D \$ 10.8513 ⁽⁵⁾	2,687	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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SEC 1474
(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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted stock units	(1)	05/08/2015		M	25,000	(6) (6)	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Valenzano Ken 1 CEDAR BROOK DRIVE CRANBURY, NJ 08512	SVP, Pharmacology & Biology

Signatures

/s/ Ken Valenzano 05/12/2015

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) Restricted stock units convert into common stock on a one-for-one basis.
- (2) The sale of shares of common stock were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 11, 2014.
This price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line range from \$10.7262 to \$10.95. The reporting person undertakes to provide, upon request, by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) The sale of shares of common stock were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 11, 2014.
- (4) The sale of shares of common stock were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 17, 2014.

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- This price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line
- (5) range from \$10.73 to \$10.98. The reporting person undertakes to provide, upon request, by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (6) On April 10, 2014, the reporting person was granted 50,000 restricted stock units, vesting in equal installments of 25,000 restricted stock units on May 10, 2015 and 25,000 restricted stock units on December 3, 2015.

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.