

AGIOS PHARMACEUTICALS INC
 Form 4
 November 18, 2015

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

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Higgons John Duncan

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Operating Officer

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/16/2015

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

(Street)

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

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

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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common stock	11/16/2015		M ⁽¹⁾	10,909 A	\$ 0.47 92,744	D	
Common stock	11/16/2015		M ⁽¹⁾	2,479 A	\$ 0.47 95,223	D	
Common stock	11/16/2015		M ⁽¹⁾	6,612 A	\$ 2.34 101,835	D	
Common stock	11/16/2015		S ⁽²⁾	20,000 D	\$ 61.51 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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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. Amount or Number of Shares
Stock option (right to buy)	\$ 0.47	11/16/2015		M ⁽¹⁾	10,909	⁽⁴⁾ 03/01/2021	Common stock	10,909
Stock option (right to buy)	\$ 0.47	11/16/2015		M ⁽¹⁾	2,479	⁽⁵⁾ 03/01/2021	Common stock	2,479
Stock option (right to buy)	\$ 2.34	11/16/2015		M ⁽¹⁾	6,612	⁽⁶⁾ 04/05/2022	Common stock	6,612

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

11/18/2015

**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 \$60.32 to \$62.77. The

(3) 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 March 2, 2011. The shares underlying this option vest as to 25% of the shares on January 31, 2012, with the remaining 75% vesting in 36 equal monthly installments thereafter.

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

(5) 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.

This option was granted on April 6, 2012 for the purchase of 63,636 shares of common stock. The option vests as to 25% of the underlying shares upon the achievement of a performance milestone, as to an additional 50% upon the achievement of a second

(6) performance milestone, and as to the remaining 25% on the first anniversary of the first date that both performance milestones were achieved. The performance criteria for the first performance milestone were met on March 18, 2013, resulting in the vesting of the option as to 15,909 shares. The performance criteria for the second performance milestone were met on April 4, 2014, resulting in the vesting of the option as to 31,818 shares. The remaining 15,908 shares vested on April 4, 2015.

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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