

IRONWOOD PHARMACEUTICALS INC  
 Form 4  
 November 17, 2014

**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

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**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 \*  
 Currie Mark G  
  
 (Last) (First) (Middle)  
 C/O IRONWOOD  
 PHARMACEUTICALS, INC., 301  
 BINNEY STREET  
  
 (Street)  
 CAMBRIDGE, MA 02142  
  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 IRONWOOD  
 PHARMACEUTICALS INC  
 [IRWD]  
  
 3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/13/2014

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

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class B Common Stock            | 11/13/2014                           |  | M                              | 20,000 A  | \$ 0.6 330,000  | D  |   |
| Class B Common Stock            | 11/13/2014                           |  | S <sup>(1)</sup>               | 20,000 D  | \$ 13.63 310,000  | D  |   |
| Class A Common Stock            |                                      |  |                                |   | 4,223 <sup>(3)</sup>  | D  |   |



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- (3) The reporting person acquired 2,057 shares of Class A Common Stock under the issuer's employee stock purchase plan on June 30, 2014. The option vested as to 1.25% of the shares of Class B Common Stock on each monthly anniversary of January 1, 2005 for the first 36
- (4) months, and as to 4.5833% of the shares of Class B Common Stock each monthly anniversary thereafter. The option was fully vested as of January 1, 2009.

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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