AGENUS INC Form 4 January 29, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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 ** ARMEN GARO H | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|----------|----------|--|---|--|--|--|
| (Last) | (First) | (Middle) | AGENUS INC [AGEN] 3. Date of Earliest Transaction | (Check all applicable) | | | |
| 3 FORBES ROAD | | | (Month/Day/Year) 01/28/2013 | Director 10% Owner Nother (give title Other (specify below) Chairman & CEO | | | |
| | (Street) | | 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 | | | |
| LEXINGTON, | | | | Form filed by More than One Reporting Person | | | |
| (City) | (Ctata) | (7:m) | | | | | |

| | , | | | | | | Person | | | | | |
|-----------------|---------------------|--------------------|--------------|---------------------|---|------------|------------------|--------------|--|--|--|--|
| (City) | (State) | (Zip) Tabl | e I - Non-I | Derivative | erivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | |
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ties A | cquired | 5. Amount of | 6. | 7. Nature of | | | |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | on(A) or Di | spose | d of | Securities | Ownership | Indirect | | | |
| (Instr. 3) | | any | Code | (D) | | | Beneficially | Form: Direct | Beneficial | | | |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | | | Owned | (D) or | Ownership | | | |
| | | | | | | | Following | Indirect (I) | (Instr. 4) | | | |
| | | | | | (| | Reported | (Instr. 4) | | | | |
| | | | | | (A) | | Transaction(s) | | | | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | | | | |
| Common Stock | 01/28/2013 | | A <u>(1)</u> | 1,389 | A | \$ 4.35 | 918,165 | D | | | | |
| Common Stock | | | | | | | 796,168 | I | by Trusts and Antigenics Holdings (2) | | | |

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

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

| 1. Title o | of 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|------------|---------------|---------------------|--------------------|-------------|------------|---------------|-------------|---------|--------------|-------------|--------|
| Derivativ | ve Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration D | ate | Amou | ınt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | rities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | . 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | T:41- | or Namel | | |
| | | | | | | Exercisable | Date | Title | Number | | |
| | | | | C-1- V | (A) (D) | | | | of Shares | | |
| | | | | Code V | (A) (I)) | | | | Snares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

ARMEN GARO H 3 FORBES ROAD LEXINGTON, MA 02421

Chairman & CEO

Signatures

Christine M. Klaskin, by Power of Attorney

01/29/2013

**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) Represents settlement of restricted stock awarded on January 26, 2010.
 - Dr. Armen is trustee and has investment authority for the Garo Armen 2009 4 Year GRAT and the Garo Armen 2012 2 Year GRAT, holding 292,122 and 500,000 shares of Agenus Inc. common stock, respectively. Dr. Armen disclaims beneficial ownership therein. Dr.
- (2) Armen is also Chairman of the Board of Managers and a member of Antigenics Holdings LLC ("Holdings") which, as of the date of this report, owns 4,046 shares of Agenus Inc. common stock. Dr. Armen has a pecuniary interest in only a portion of the shares held by Holdings and disclaims beneficial ownership of his pecuniary interest therein.

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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