#### AGIOS PHARMACEUTICALS INC

Form 4

September 28, 2015

### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box

**OMB APPROVAL** 

OMB 3235-0287 Number:

Expires:

January 31, 2005

0.5

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obligations

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

(11mt of Type I	(Caponaca)										
1. Name and Address of Reporting Person * Goddard Glenn			2. Issuer Name and Ticker or Trading Symbol AGIOS PHARMACEUTICALS INC [AGIO]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)  C/O AGIOS PHARMAC SIDNEY ST	3. Date of Earliest Transaction (Month/Day/Year) 09/24/2015					Director 10% Owner Selicitive title Other (specify below) below) Senior Vice President, Finance					
CAMBRID	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					
(City)	(State)	(Zip)	<b></b>					Person			
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date any (Month/Day/Y		ned n Date, if	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) y/Year) (Instr. 8)  (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)		
Common stock	09/24/2015			Code V M	Amount 10,000	(D)	Price (1)	10,000	D		
Common stock	09/24/2015			F	4,856	D	\$ 88.89	5,144	D		
Common stock	09/24/2015			M(2)	856	A	\$ 23.1	6,000	D		
Common stock	09/24/2015			S(3)	6,000	D	\$ 85.97 (4)	0	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. Transactic Code (Instr. 8)	5. Number of onDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock units	(1)	09/24/2015		M	10,000	(5)	<u>(5)</u>	Common stock	10,000
Stock option (right to buy)	\$ 23.1	09/24/2015		M(2)	856	<u>(6)</u>	08/27/2023	Common stock	856

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Goddard Glenn C/O AGIOS PHARMACEUTICALS, INC. 88 SIDNEY STREET CAMBRIDGE, MA 02139

Senior Vice President, Finance

# **Signatures**

/s/ Glenn Goddard 09/28/2015

\*\*Signature of
Reporting Person

## **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) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
- (2) This exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

Reporting Owners 2

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- (3) 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 \$85.09 to \$87.70. The (4) 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.
- (5) The restricted stock units were granted on September 24, 2014 and vested in full on September 24, 2015.
- (6) This option was granted on August 28, 2013. The shares underlying this option vest as to 25% of the underlying shares on August 28, 2014, with the remaining 75% vesting in 36 equal monthly installments thereafter.

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.