

AGIOS PHARMACEUTICALS INC  
 Form 4  
 March 07, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Higgons John Duncan

(Last) (First) (Middle)

C/O AGIOS  
 PHARMACEUTICALS, INC., 38  
 SIDNEY STREET, 2ND FLOOR

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/05/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Operating Officer

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common stock                    | 03/06/2014                           |  | M <sup>(1)</sup>               | 5,646 A   | \$ 0.3025   | 114,736  | D   |
| Common stock                    | 03/06/2014                           |  | S <sup>(2)</sup>               | 5,646 D   | \$ 35.54 <sup>(3)</sup>   | 109,090  | D   |
| Common stock                    | 03/07/2014                           |  | M <sup>(1)</sup>               | 9,000 A   | \$ 0.3025   | 118,090  | D   |
| Common stock                    | 03/07/2014                           |  | S <sup>(2)</sup>               | 9,000 D   | \$ 45.1 <sup>(4)</sup>  | 109,090  | 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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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock option (right to buy)                | \$ 31.64   | 03/05/2014                           |  | A                              | 80,000  | <u>(5)</u> 03/04/2024                                    | Common Stock 80,000   |
| Stock option (right to buy)                | \$ 0.3025  | 03/06/2014                           |  | M <sup>(1)</sup>               | 5,646   | <u>(6)</u> 08/12/2019                                    | Common stock 5,646  |
| Stock option (right to buy)                | \$ 0.3025  | 03/07/2014                           |  | M <sup>(1)</sup>               | 9,000   | <u>(6)</u> 08/12/2019                                    | Common stock 9,000  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Higgins John Duncan<br>C/O AGIOS PHARMACEUTICALS, INC.<br>38 SIDNEY STREET, 2ND FLOOR<br>CAMBRIDGE, MA 02139 |               |           | Chief Operating Officer |       |

## Signatures

/s/ Glenn Goddard, as Attorney-in-Fact for Duncan  
Higgins

03/07/2014

\_\_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 \$35.00 to \$36.86. The 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.

The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$45.00 to \$46.45. The 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) This option was granted on March 5, 2014. The shares underlying this option vest as to 25% of the underlying shares on March 5, 2015, with the remaining 75% vesting in 36 equal monthly installments thereafter.

(6) This option was granted on August 13, 2009. The shares underlying this option vest as to 25% of the underlying shares on May 18, 2010, 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.

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