

AGIOS PHARMACEUTICALS INC
 Form 4
 October 19, 2015

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

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

(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)
 10/15/2015

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 (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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common stock	10/15/2015		M ⁽¹⁾		10,000 A \$ 0.3025	D	
Common stock	10/15/2015		M ⁽¹⁾		8,843 A \$ 0.3025	D	
Common stock	10/15/2015		M ⁽¹⁾		1,157 A \$ 0.47	D	
Common stock	10/15/2015		S ⁽²⁾		20,000 D \$ 71.04 ⁽³⁾	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)	8. Amount or Number of Shares
Stock option (right to buy)	\$ 0.3025	10/15/2015		M ⁽¹⁾	10,000	⁽⁴⁾ 08/12/2019	Common stock	10,000
Stock option (right to buy)	\$ 0.3025	10/15/2015		M ⁽¹⁾	8,843	⁽⁵⁾ 03/25/2020	Common stock	8,843
Stock option (right to buy)	\$ 0.47	10/15/2015		M ⁽¹⁾	1,157	⁽⁶⁾ 03/01/2021	Common stock	1,157

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

10/19/2015

**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 \$70.04 to \$72.80. 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 August 13, 2009. The shares underlying this option vest as to 25% of the shares on May 18, 2010, with the remaining 75% vesting in 36 equal monthly installments thereafter.

This option was granted on March 26, 2010 for the purchase of 36,363 shares of common stock. The option vests as to 50% of the

(5) underlying shares upon the achievement of a performance milestone and with the remaining 50% vesting in 36 equal monthly installments thereafter. The performance criteria for the performance milestone were met on June 3, 2010.

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

(6) 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.

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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