

Perkins Adelene Q
Form 4
December 10, 2012

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

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 *
Perkins Adelene Q

2. Issuer Name and Ticker or Trading Symbol
INFINITY PHARMACEUTICALS, INC. [INFI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres & Chief Executive Officer

C/O INFINITY PHARMACEUTICALS, INC., 780 MEMORIAL DRIVE

(Street)

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

CAMBRIDGE, MA 02139

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/07/2012		M		22,103 A \$ 3.48	338,641	D
Common Stock	12/07/2012		M		331 A \$ 3.48	338,972	D
Common Stock	12/07/2012		M		29,432 A \$ 13.59	368,404	D
Common Stock	12/07/2012		M		10,204 A \$ 9.8	378,608	D
	12/07/2012		M		13,927 A \$ 7.18	392,535	D

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Common Stock								
Common Stock	12/07/2012		M	23,070	A	\$ 6.25	415,605	D
Common Stock	12/07/2012		M	76,930	A	\$ 5.94	492,535	D
Common Stock							5,684.474 ⁽¹⁾	I 401(k)

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. 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)	\$ 3.48	12/07/2012		M	22,103	⁽²⁾ 03/31/2016	Common Stock	22,103
Stock Option (right to buy)	\$ 3.48	12/07/2012		M	331	⁽³⁾ 03/31/2016	Common Stock	331
Stock Option (right to buy)	\$ 13.59	12/07/2012		M	29,432	⁽⁴⁾ 01/24/2017	Common Stock	29,432
Stock Option (right to buy)	\$ 9.8	12/07/2012		M	10,204	⁽⁵⁾ 12/13/2017	Common Stock	10,204
Stock Option	\$ 7.18	12/07/2012		M	13,927	⁽⁶⁾ 12/04/2018	Common Stock	13,927

(right to
buy)

Stock Option (right to buy)	\$ 6.25	12/07/2012	M	23,070	<u>(7)</u>	01/05/2020	Common Stock	23,070
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Stock Option (right to buy)	\$ 5.94	12/07/2012	M	76,930	<u>(8)</u>	01/06/2021	Common Stock	76,930
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Perkins Adelene Q C/O INFINITY PHARMACEUTICALS, INC. 780 MEMORIAL DRIVE CAMBRIDGE, MA 02139	X		Pres & Chief Executive Officer	

Signatures

/s/Adelene Q.
Perkins

12/10/2012

**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 shares of Infinity Pharmaceuticals, Inc. common stock acquired under the Infinity Pharmaceuticals, Inc. 401(k) plan.
- (2) This option was fully vested with respect to all 22,103 shares subject to the option as of the date hereof.
- (3) This option was fully vested with respect to all 331 shares subject to the option as of the date hereof.
- (4) This option was fully vested with respect to all 29,432 shares remaining subject to the option as of the date hereof.
- (5) This option was fully vested with respect to all 10,204 shares remaining subject to the option as of the date hereof.
- (6) This option was fully vested with respect to all 13,927 shares remaining subject to the option as of the date hereof.
- (7) This option was vested with respect to 265,416 shares as of the date hereof and vests as to 1/48th of the 364,000 shares subject to the initial option at the end of each calendar month.
- (8) This option was vested with respect to 76,930 shares as of the date hereof and vests as to 1/48th of the 160,550 shares subject to the initial option at the end of each calendar month.

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.