

STEINMETZ MICHAEL
Form 4/A
July 26, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
MPM BIOVENTURES II QP LP

2. Issuer Name and Ticker or Trading Symbol
CRITICAL THERAPEUTICS INC
[CRTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2004

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

C/O MPM ASSET MANAGEMENT, 111 HUNTINGTON AVE., 31ST FLOOR

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
06/02/2004

6. Individual or Joint/Group Filing (Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOSTON, MA 02199

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 06/02/2004 | | C | (A) 2,474,665 (1) | \$ 0 2,474,665 | I | See Footnote (2) |
| Common Stock | 06/02/2004 | | C | (A) 1,466,665 (3) | \$ 0 3,941,330 | I | See Footnote (4) |
| Common Stock | 06/02/2004 | | P | (A) 357,100 (5) | \$ 7 4,298,430 | I | See Footnote (6) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|---|
| | | | | | (A) | (D) | | |
| Series B Convertible Preferred Stock | (3) | 03/05/2004 | | P(7) | | 2,750,000 | (3) (3) | Common Stock |
| Series A Convertible Preferred Stock | (1) | 06/02/2004 | | C | | 9,280,000 | (1) (1) | Common Stock |
| Series B Convertible Preferred Stock | (2) | 06/02/2004 | | C | | 5,500,000 | (3) (3) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MPM BIOVENTURES II QP LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | | X | | |
| MPM BIOVENTURES II LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | | X | | |
| MPM BIOVENTURES II GMBH & CO PARALLEL BETEILIGUNGS KG C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | | X | | |

| | |
|--|---|
| MPM ASSET MANAGEMENT INVESTORS 2001 LLC C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | X |
| MPM ASSET MANAGEMENT II LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | X |
| MPM ASSET MANAGEMENT II LLC C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | X |
| GADICKE ANSBERT C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | X |
| STEINMETZ MICHAEL C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | X |
| WHEELER KURT C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | X |
| EVNIN LUKE C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | X |

Signatures

By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II-QP, L.P /s/ Luke Evnin 07/25/2005

__Signature of Reporting Person Date

By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II, L.P /s/ Luke Evnin 07/25/2005

__Signature of Reporting Person Date

By Luke Evnin, member of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures GmbH and Co. Parallel-Beteiligungs KG /s/ Luke Evnin 07/25/2005

__Signature of Reporting Person Date

By Luke Evnin, manager of MPM Asset Management Investors 2001 LLC /s/ Luke Evnin 07/25/2005

__Signature of Reporting Person Date

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| | |
|--|------------|
| By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P. /s/ Luke Evnin | 07/25/2005 |
| __Signature of Reporting Person | Date |
| By Luke Evnin, manager of MPM Asset Management II, LLC /s/ Luke Evnin | 07/25/2005 |
| __Signature of Reporting Person | Date |
| /s/ Ansbert Gadicke | 07/25/2005 |
| __Signature of Reporting Person | Date |
| /s/ Michael Steinmetz | 07/25/2005 |
| __Signature of Reporting Person | Date |
| /s/ Kurt Wheeler | 07/25/2005 |
| __Signature of Reporting Person | Date |
| /s/ Luke Evnin | 07/25/2005 |
| __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) Automatic conversion of every 3.75 shares of Series A Convertible Preferred Stock into 1 share of Common Stock upon the closing of the Issuer's initial public offering.

The shares are held as follows: 1,668,420 by MPM BioVentures II-QP, L.P. ("BV II QP"), 184,115 by MPM BioVentures II, L.P. ("BV II"), 34,645 by MPM Asset Management Investors 2001 LLC ("AM 2001") and 587,485 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ("BV KG"). MPM Asset Management II, L.P. ("AM II GP") and MPM Asset Management II LLC ("AM II LLC") are the direct and indirect general partners of BV II QP, BV II and BV KG. Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Michael Steinmetz and Kurt Wheeler are the members of AM II LLC and AM 2001. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
 - (3) Automatic conversion of every 3.75 shares of Series B Convertible Preferred Stock into 1 share of Common Stock upon the closing of the Issuer's initial public offering.

The shares are held as follows: 2,657,246 by BV II QP, 293,235 by BV II, 55,178 by AM 2001 and 935,671 by BV KG. AM II GP and AM II LLC are the direct and indirect general partners of BV II QP, BV II and BV KG. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
 - (5) The shares were purchased as follows: 240,757 by BV II QP, 26,568 by BV II, 4,999 by AM 2001 and 84,776 by BV KG. AM II GP and AM II LLC are the direct and indirect general partners of BV II QP, BV II and BV KG. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
 - (6) The shares are held as follows: 2,898,003 by BV II QP, 319,803 by BV II, 60,177 by AM 2001 and 1,020,447 by BV KG. AM II GP and AM II LLC are the direct and indirect general partners of BV II QP, BV II and BV KG. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
 - (7) The purchase of the Series B Convertible Preferred Stock (the "Series B") is being reported herein pursuant to Rule 16a-2(a) of the Securities Exchange Act of 1934, as amended.

The shares are held as follows: 1,854,050 by BV II QP, 204,600 by BV II, 38,500 by AM 2001 and 652,850 by BV KG. AM II GP and AM II LLC are the direct and indirect general partners of BV II QP, BV II and BV KG. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
 - (8) AM II LLC are the direct and indirect general partners of BV II QP, BV II and BV KG. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

Remarks:

This amendment is being filed solely to correct the misfiling under the wrong EDGAR codes for certain of the entities listed a

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.