

AGIOS PHARMACEUTICALS INC
 Form 4
 May 11, 2015

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 *
 Schenkein David P

(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)
 05/07/2015

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 Executive 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common stock	05/07/2015		M		10,000	A	\$ 0.3025	241,372	I	See footnote (1)
Common stock	05/08/2015		S(2)		2,600	D	\$ 101.32 (3)	238,772	I	See footnote (1)
Common stock	05/08/2015		S(2)		1,300	D	\$ 101.32 (3)	99,901	I	See footnote (4)

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- (4) Shares held by Amy P. Schenkein 2004 Revocable Trust, of which the reporting person's spouse is trustee and beneficiary.
- (5) This option was granted on August 13, 2009. The shares underlying this option vest as to 25% of the shares on August 1, 2010, with the remaining 75% vesting in 36 equal monthly installments thereafter.

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