

Schenkein David P
 Form 4
 June 05, 2018

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

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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

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

(Last) (First) (Middle)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/01/2018

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common stock	06/01/2018		M ⁽¹⁾	A	\$ 12,892		D
Common stock	06/01/2018		M ⁽¹⁾	A	\$ 2.34	13,000	D
Common stock	06/01/2018		S ⁽²⁾	D	\$ 94.37 ⁽³⁾	11,490	D
Common stock	06/01/2018		S ⁽²⁾	D	\$ 95.11 ⁽⁴⁾	3,290	D
	06/01/2018		S ⁽²⁾	D		100	D

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Common stock					\$ 96.4					
					<u>(5)</u>					
Common stock	06/01/2018		<u>S(2)</u>	100	D	\$ 96.91	0		D	
Common stock							271,772		I	See footnote <u>(6)</u>
Common stock							79,082		I	See footnote <u>(7)</u>

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 0.4675	06/01/2018		<u>M(1)</u>	12,892	<u>(8)</u>	03/01/2021	Common stock	12,892
Stock option (right to buy)	\$ 2.34	06/01/2018		<u>M(1)</u>	108	<u>(9)</u>	04/05/2022	Common stock	108

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schenkein David P C/O AGIOS PHARMACEUTICALS, INC.	X		Chief Executive Officer	

88 SIDNEY STREET
CAMBRIDGE, MA 02139

Signatures

/s/ William Cook, as Attorney in Fact for David
Schenkein

06/05/2018

__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 \$93.72 to \$94.71. 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.

(4) The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$94.73 to \$95.70. 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) The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$95.83 to \$96.80. 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.

(6) Shares held by David P. Schenkein 2004 Revocable Trust, of which the reporting person is trustee and beneficiary.

(7) Shares held by Amy P. Schenkein 2004 Revocable Trust, of which the reporting person's spouse is trustee and beneficiary.

(8) This option was granted on March 2, 2011. The shares underlying this option vested as to 25% of the shares on the date of grant and as to 25% of the shares upon the achievement of a performance milestone on July 19, 2013. The remaining 50% of the shares underlying the option vested in equal monthly installments through July 19, 2015.

(9) This option was granted on April 6, 2012 for the purchase of 72,727 shares of common stock. The option vests as to 25% of the shares upon the achievement of a performance milestone, as to an additional 50% upon the achievement of a second performance milestone, and as to the remaining 25% on the first anniversary of the first date that both performance milestones were achieved. The performance criteria for the first performance milestone were met on March 18, 2013, resulting in the vesting of the option as to 18,181 shares. The performance criteria for the second performance milestone were met on April 4, 2014, resulting in the vesting of the option as to 36,364 shares, and the remaining 18,182 shares vested on April 4, 2015.

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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