

MICROMET, INC.
Form 4
June 26, 2007

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 *
Omega Fund Management LTD

(Last) (First) (Middle)

13-15 VICTORIA ROAD, ST.
PETER PORT,

(Street)

GUERNSEY, CHANNEL
ISLANDS, X0 GY1 3ZD

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MICROMET, INC. [MITI]

3. Date of Earliest Transaction
(Month/Day/Year)
06/22/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/22/2007		P	1,634,877 A \$ 2.69	1,634,877	I	By fund (1)
Common Stock					3,257,936	I	By fund (2)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Warrants (right to buy)	\$ 3.09	06/22/2007		P	817,439	12/19/2007	12/19/2012	Common Stock	817,439

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Omega Fund Management LTD 13-15 VICTORIA ROAD, ST. PETER PORT GUERNSEY, CHANNEL ISLANDS, X0 GY1 3ZD			X	
Stampacchia Otello C/O WALKERS SPV LTD. WALKER HOUSE, MARY STREET P.O. BOX 908GT GEORGE TOWN, GRAND CAYMAN, E9 00000	X		X	
Helyar Connie C/O OMEGA FUND MANAGEMENT LIMITED 13-15 VICTORIA ROAD, ST. PETER PORT GUERNSEY, CHANNEL ISLANDS, X0 GY1 3ZD			X	
Luff John P C/O OMEGA FUND MANAGEMENT LIMITED 13-15 VICTORIA ROAD, ST. PETER PORT GUERNSEY, CHANNEL ISLANDS, X0 GY1 3ZD			X	
Omega Fund I, L.P. C/O OMEGA FUND MANAGEMENT LIMITED 13-15 VICTORIA ROAD, ST. PETER PORT GUERNSEY, CHANNEL ISLANDS, X0 GY1 3ZD			X	
Omega Fund GP, Ltd. C/O OMEGA FUND MANAGEMENT LIMITED 13-15 VICTORIA ROAD, ST. PETER PORT GUERNSEY, CHANNEL ISLANDS, X0 GY1 3ZD			X	
			X	

Omega Fund III, L.P.
 C/O OMEGA FUND MANAGEMENT LIMITED
 13-15 VICTORIA ROAD, ST. PETER PORT
 GUERNSEY, CHANNEL ISLANDS, X0 GY1 3ZD

Omega Fund III GP, L.P.
 C/O OMEGA FUND MANAGEMENT LIMITED
 13-15 VICTORIA ROAD, ST. PETER PORT
 GUERNSEY, CHANNEL ISLANDS, X0 GY1 3ZD

Omega Fund III G.P., Ltd.
 C/O OMEGA FUND MANAGEMENT LIMITED
 13-15 VICTORIA ROAD, ST. PETER PORT
 GUERNSEY, CHANNEL ISLANDS, X0 GY1 3ZD

Sigma Holding LTD
 C/O OMEGA FUND MANAGEMENT LIMITED
 13-15 VICTORIA ROAD, ST. PETER PORT
 GUERNSEY, CHANNEL ISLANDS, X0 GY1 3ZD

X

X

X

Signatures

/s/ Mr. John Luff, as director of Omega Fund Management Limited	06/26/2007
__Signature of Reporting Person	Date
/s/ Otello Stampacchia	06/26/2007
__Signature of Reporting Person	Date
/s/ Connie Helyar	06/26/2007
__Signature of Reporting Person	Date
/s/ John P. Luff	06/26/2007
__Signature of Reporting Person	Date
/s/ Mr. John Luff, director of Omega Fund GP, Ltd., the general partner of Omega Fund I, L.P.	06/26/2007
__Signature of Reporting Person	Date
/s/ Mr. John Luff, director of Omega Fund GP, Ltd.	06/26/2007
__Signature of Reporting Person	Date
/s/ Mrs. Connie Helyar, director of Omega Fund III G.P., Ltd., the general partner of Omega Fund III, L.P.	06/26/2007
__Signature of Reporting Person	Date
/s/ Mrs. Connie Helyar, director of Omega Fund III G.P., Ltd., the general partner of Omega Fund III GP, L.P.	06/26/2007
__Signature of Reporting Person	Date
/s/ Mrs. Connie Helyar, director of Omega Fund III G.P., Ltd.	06/26/2007
__Signature of Reporting Person	Date
/s/ Mrs. Connie Helyar, director of Sigma Holding Limited	06/26/2007
__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).

Consists of securities held directly by Omega Fund III, L.P. ("Omega III"). Omega Fund III GP, L.P. ("Omega III GPLP") is the general partner of Omega III. Omega Fund III G.P., Ltd. ("Omega III GPLtd") is the general partner of Omega III GPLP. Omega Fund Management Limited ("Omega Management") is the sole shareholder of Omega III GPLtd. Sigma Holding Limited ("Sigma") is the sole shareholder of Omega Management. Connie Helyar ("Helyar") and John Luff ("Luff") are directors of each of (i) Omega III GPLtd, (ii) Omega Management, and (iii) Sigma. Otello Stampacchia ("Stampacchia") is the sole shareholder of Sigma and is also a director of Micromet, Inc. Each of Omega III GPLP, Omega III GPLtd., Omega Management, Sigma, Helyar, Luff and Stampacchia disclaims beneficial ownership of the reported securities except to the extent of his, her or its pecuniary interest therein.

Consists of securities held directly by Omega Fund I, L.P. ("Omega I"). Omega Fund GP, Ltd. ("Omega GP") is the general partner of Omega I. Omega Management is the sole shareholder of Omega GP. Sigma is the sole shareholder of Omega Management. Helyar and Luff are directors of each of (i) Omega GP, (ii) Omega Management, and (iii) Sigma. Stampacchia is the sole shareholder of Sigma and is also a director of Micromet, Inc. Each of Omega GP, Omega Management, Sigma, Helyar, Luff and Stampacchia disclaims beneficial ownership of the reported securities except to the extent of his, her or its pecuniary interest therein.

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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