

EVNIN LUKE
Form 3/A
July 26, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MPM BIOVENTURES II QP LP | | | (Month/Day/Year) | CRITICAL THERAPEUTICS INC [CRTX] | |
| (Last) | (First) | (Middle) | 05/25/2004 | | |
| C/O MPM ASSET MANAGEMENT,Â 111 HUNTINGTON AVE., 31ST FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | 05/25/2004 |
| BOSTON,Â MAÂ 02199 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|-------------------|
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 9,280,000 (2) | \$ 0 (1) | I | See Footnotes (2) |
| Series B Convertible Preferred Stock | Â (3) | Â (3) | Common Stock | 5,500,000 (4) | \$ 0 (3) | I | See Footnotes (4) |

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 | Â | Â X | Â | Â |
| MPM BIOVENTURES II LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | Â | Â X | Â | Â |
| MPM BIOVENTURES II GMBH & CO PARALLEL BETEILIGUNGS KG C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | Â | Â X | Â | Â |
| MPM ASSET MANAGEMENT INVESTORS 2001 LLC C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | Â | Â X | Â | Â |
| MPM ASSET MANAGEMENT II LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | Â | Â X | Â | Â |
| MPM ASSET MANAGEMENT II LLC C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | Â | Â X | Â | Â |
| GADICKE ANSBERT C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | Â | Â X | Â | Â |
| STEINMETZ MICHAEL C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR | Â | Â X | Â | Â |

BOSTON, MA 02199

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

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 5(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) Each share of Series A Convertible Preferred Stock will convert automatically on a 3.75 for 1 basis into shares of Common Stock prior to the Issuer's initial public offering.

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- Does not reflect the conversion of the Series A Convertible Preferred Stock into Common Stock. The shares are held as follows: 6,256,576 by MPM BioVentures II-QP, L.P. ("BV II QP"), 690,432 by MPM BioVentures II, L.P. ("BV II"), 129,920 by MPM Asset Management Investors 2001 LLC ("AM 2001") and 2,203,072 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ("BV KG").
- (2) 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 member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (3) Each share of Series B Convertible Preferred Stock will convert automatically on a 3.75 for 1 basis into shares of Common Stock prior to the Issuer's initial public offering.
- Does not reflect the conversion of the Series A Convertible Preferred Stock into Common Stock. The shares are held as follows: 3,708,100 by BV II QP, 409,200 by BV II, 77,000 by AM 2001 and 1,305,700 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. Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Michael Steinmetz and Kurt Wheeler are the members of AM II LLC and AM 2001. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (4)

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Remarks:

ThisÂ amendmentÂ isÂ beingÂ filedÂ solelyÂ toÂ correctÂ theÂ misfilingÂ underÂ theÂ wrongÂ EDGARÂ codesÂ forÂ

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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