

STEINMETZ MICHAEL
Form 5
February 12, 2007

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
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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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MPM ASSET MANAGEMENT II LLC

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT, 200 CLARENDON STREET, 54TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VIACELL INC [VIAC]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 01/19/2006 | ^ | X4 | 125,000 (1) A | \$ 5 5,053,489 | I | See Footnote (2) |
| Common Stock | 01/19/2006 | ^ | F4 | 113,637 (3) D | \$ 5.5 4,939,852 | I | See Footnote (4) |
| | ^ | ^ | 3 | ^ ^ ^ ^ | ^ ^ ^ ^ | I | |

Common
Stock

See
Footnote
(5)

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 Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Warrant (Right to Buy) | \$ 5 | 01/19/2006 | ^ | X4 | ^ | 125,000 | 01/26/2005 | 01/26/2006 | Common Stock | 125,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MPM ASSET MANAGEMENT II LLC
C/O MPM ASSET MANAGEMENT
200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

^ ^ X ^ ^

MPM ASSET MANAGEMENT II LP
C/O MPM ASSET MANAGEMENT
200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

^ ^ X ^ ^

MPM BIOVENTURES II QP LP
C/O MPM ASSET MANAGEMENT
200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

^ ^ X ^ ^

MPM BIOVENTURES II LP
C/O MPM ASSET MANAGEMENT
200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

^ ^ X ^ ^

MPM BIOVENTURES II GMBH & CO PARALLEL BETEILIGUNGS KG
C/O MPM ASSET MANAGEMENT
200 CLARENDON STREET, 54TH FLOOR

^ ^ X ^ ^

BOSTON, MA 02116

MPM ASSET MANAGEMENT INVESTORS 2001 LLC
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

^ ^ X ^ ^

STEINMETZ MICHAEL
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

^ ^ X ^ ^

Signatures

| | |
|--|------------|
| Luke Evnin, manager of MPM Asset Management II LLC /s/ Luke Evnin | 02/09/2007 |
| __Signature of Reporting Person | Date |
| Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II LP /s/ Luke Evnin | 02/09/2007 |
| __Signature of Reporting Person | Date |
| Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Management II LP, the general partner of MPM BioVentures II-QP, LP /s/ Luke Evnin | 02/09/2007 |
| __Signature of Reporting Person | Date |
| Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II LP, the general partner of MPM BioVentures II, LP /s/ Luke Evnin | 02/09/2007 |
| __Signature of Reporting Person | Date |
| Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II LP, the special limited partner of MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG /s/ Luke Evnin | 02/09/2007 |
| __Signature of Reporting Person | Date |
| Luke Evnin, manager of MPM Asset Management Investors 2001 LLC /s/ Luke Evnin | 02/09/2007 |
| __Signature of Reporting Person | Date |
| /s/ Michael Steinmetz | 02/09/2007 |
| __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).
 The shares were exercised as follows: 111,167 by BB BioVentures, L.P. ("BB BioVentures"), 12,620 by MPM BioVentures Parallel Fund, L.P. ("MPM Parallel") and 1,213 by MPM Asset Management Investors 2000A LLC ("MPM Asset"). BB BioVentures is under common control with MPM Parallel and MPM Asset. BAB BioVentures L.P. ("BAB BV"), BAB BioVentures NV and MPM
 (1) BioVentures I LLC ("BioVentures LLC") are the direct and indirect general partners of BB BioVentures. MPM BioVentures I L.P. ("BioVentures LP") and BioVentures LLC are the direct and indirect general partners of MPM Parallel. Luke Evnin, Ansbert Gadick and Michael Steinmetz are the managers of BAB NV, MPM Asset and BioVentures LLC. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
 (2) The shares held as follows: 4,680,002 by BB BioVentures, 347,101 by MPM Parallel and 26,386 by MPM Asset.
 (3) The shares were net exercised and disposed of as follows: 101,061 by BB BioVentures, 11,473 by MPM Parallel and 1,103 by MPM Asset.
 (4) The shares held as follows: 4,578,941 by BB BioVentures, 335,628 by MPM Parallel and 25,283 by MPM Asset.

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The shares are held as follows: 130,880 by MPM BioVentures II-QP, L.P. ("BV II QP"), 14,444 by MPM BioVentures II, L.P. ("BV II"), 2,715 by MPM Asset Management Investors 2001 LLC ("AM 2001") and 46,089 by MPM BioVentures GmbH & Co.

- (5) 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 members of AM II LLC and AM 2001. Each of the group disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein.

- (6) On September 30, 2003, BB BioVentures, MPM Parallel and MPM Asset acquired, for a combined price of \$1,000,000 and at \$8 per unit, 125,000 shares of Series J Preferred Stock and a right, contingent upon closing of the IPO of the common stock at less than \$9.70 per share, to 125,000 warrants to purchase common stock. Issuer's IPO of its common stock at a price of \$7 per share occurred on January 26, 2005.

- (7) No shares owned.

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Remarks:

See Form 5 filed for MPM BioVentures IA LLC for additional members of the joint filing.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.