

AGIOS PHARMACEUTICALS INC  
 Form 4  
 June 25, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Cantley Lewis Clayton Jr.

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/23/2015

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

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

(Street)

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)
Common stock	06/24/2015		S <sup>(1)</sup>	2,426 D	\$ 104.6 <sub>(2)</sub> 164,836	D	
Common stock	06/24/2015		S <sup>(1)</sup>	2,426 D	\$ 104.59 <sub>(3)</sub> 164,836	I	See footnote <u>(4)</u>
Common stock	06/25/2015		S <sup>(1)</sup>	2,426 D	\$ 105.66 <sub>(5)</sub> 162,410	D	
Common	06/25/2015		S <sup>(1)</sup>	2,426 D	\$ 162,410	I	See



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the issuer, to provide full information regarding the number of shares sold at each separate price.

The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$103.00 to \$106.47.

- (3) 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) Shares held by Vicki Lee Sato, who is the reporting person's spouse.

The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$104.82 to \$107.30.

- (5) 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.

The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$104.82 to \$107.28.

- (6) 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.
- (7) This option was granted on June 23, 2015. The shares underlying this option vest as to 100% of the underlying shares on June 23, 2016.

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