#### ACCELERON PHARMA INC

Form 4 March 06, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Quisel John D			2. Issuer Name and Ticker or Trading Symbol ACCELERON PHARMA INC	5. Relationship of Reporting Person(s) to Issuer			
			[XLRN]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner			
128 SIDNEY STREET (Street)			(Month/Day/Year)	_X_ Officer (give title Other (specify below) below)  SVP Gen. Counsel & Secretary  6. Individual or Joint/Group Filing(Check			
			03/04/2015				
			4. If Amendment, Date Original				
			Filed(Month/Day/Year)	Applicable Line)			
				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
CAMBRIDGE, MA 02139							

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	03/04/2015		M <u>(1)</u>	2,000	A	\$ 1.8	17,000	D	
Common Stock	03/04/2015		M <u>(1)</u>	2,000	A	\$ 5.08	19,000	D	
Common Stock	03/04/2015		S(1)	2,699	D	\$ 40.65 (2)	16,301	D	
Common Stock	03/04/2015		S(1)	1,300	D	\$ 41.5 (3)	15,001	D	
Common Stock	03/04/2015		S <u>(1)</u>	1	D	\$ 42.07	15,000	D	

#### Edgar Filing: ACCELERON PHARMA INC - Form 4

Common Stock	03/04/2015	M <u>(1)</u>	5,500	A	\$ 5.88	20,500	D
Common Stock	03/04/2015	S(1)	4,333	D	\$ 40.34 (4)	16,167	D
Common Stock	03/04/2015	S(1)	1,066	D	\$ 41.77 (5)	15,101	D
Common Stock	03/04/2015	S <u>(1)</u>	101	D	\$ 42.06 (6)	15,000	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number on 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 or Number of Shares
Option to Purchase Common Stock	\$ 1.8	03/04/2015		M <u>(1)</u>		2,000	<u>(7)</u>	06/12/2017	Common Stock	2,000
Option to Purchase Common Stock	\$ 5.08	03/04/2015		M(1)		2,000	<u>(7)</u>	03/27/2018	Common Stock	2,000
Option to Purchase Common Stock	\$ 5.88	03/04/2015		M <u>(1)</u>		5,500	<u>(7)</u>	12/17/2018	Common Stock	5,500

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Quisel John D 128 SIDNEY STREET CAMBRIDGE, MA 02139

SVP Gen. Counsel & Secretary

## **Signatures**

/s/ John D. Ouisel 03/06/2015

\*\*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) The reported transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.06 to \$41.05, inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any security holder of Acceleron Pharma Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.06 to \$42.04, inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any security holder of Acceleron Pharma Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.99, inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any security holder of Acceleron Pharma Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (4) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.06 to \$42.04, inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any security holder of Acceleron Pharma Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (5) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.06 to \$42.07, inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any security holder of Acceleron Pharma Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (6) to this Form 4.
- (7) The options of registrant's common stock vested in equal quarterly installments over the first four years after the grant.

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.

Reporting Owners 3