

Hattersley Gary
Form 4
May 19, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Hattersley Gary

(Last) (First) (Middle)

C/O RADIUS HEALTH, INC. 201
BROADWAY, 6TH FLOOR

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Radius Health, Inc. [NONE]

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2011

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)

Vice President, Biology

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.5	05/17/2011	A	10,833					<u>(1)</u>	12/16/2013	Common Stock	10,833
Stock Option (Right to Buy)	\$ 1.5	05/17/2011	A	5,416					<u>(3)</u>	02/15/2016	Common Stock	5,416
Stock Option (Right to Buy)	\$ 0.9	05/17/2011	A	23,776					<u>(5)</u>	07/12/2017	Common Stock	23,776
Stock Option (Right to Buy)	\$ 1.2	05/17/2011	A	30,400					<u>(7)</u>	05/08/2018	Common Stock	30,400
Stock Option (Right to Buy)	\$ 1.2	05/17/2011	A	12,956					<u>(9)</u>	12/03/2018	Common Stock	12,956

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hattersley Gary
C/O RADIUS HEALTH, INC. 201 BROADWAY
6TH FLOOR
CAMBRIDGE, MA 02139

Vice President, Biology

Signatures

/s/ B. Nicholas Harvey,
attorney-in-fact

05/19/2011

 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) 50% of the options vested in sixteen equal quarterly installments with the first quarterly installment vested on January 1, 2004, and the additional quarterly installments vested on the first day of each calendar quarter thereafter. The remaining options vest upon achievement or satisfaction of certain milestones.
- (2) Received in exchange for employee stock options to acquire 10,833 shares of Radius Health, Inc. ("Radius") common stock for \$0.10 per share in connection with the merger of RHI Merger Corp., a wholly-owned subsidiary of the Registrant (f/k/a MPM Acquisition Corp.), with and into Radius Health, Inc. ("Target") pursuant to which Target survived and became a wholly-owned subsidiary of Registrant (the "Surviving Corporation"). Following such merger, the Surviving Corporation merged with and into its parent corporation, the Registrant, and subsequently changed its name to "Radius Health, Inc." (the "Merger").
- (3) The options vested in sixteen equal quarterly installments with the first quarterly installment vesting on March 31, 2006, and the additional quarterly installments vesting on the last day of each calendar quarter thereafter.
- (4) Received in exchange for employee stock options to acquire 5,416 shares of Radius common stock for \$0.10 per share in connection with the Merger.
- (5) The options vest in sixteen equal quarterly installments with the first quarterly installment vesting on July 1, 2007, and the additional quarterly installments vesting on the last day of each calendar quarter thereafter.
- (6) Received in exchange for employee stock options to acquire 23,776 shares of Radius common stock for \$0.06 per share in connection with the Merger.
- (7) 7,600 of the options vested on May 8, 2008, and the remaining options vest in twelve equal quarterly installments with the first quarterly installment vesting on October 1, 2008, and the additional quarterly installments vest on the first day of each calendar quarter thereafter.
- (8) Received in exchange for employee stock options to acquire 30,400 shares of Radius common stock for \$0.08 per share in connection with the Merger.
- (9) The options vest in sixteen equal quarterly installments with the first quarterly installment vesting on January 1, 2009, and the additional quarterly installments vesting on the first day of each calendar quarter thereafter.
- (10) Received in exchange for employee stock options to acquire 12,956 shares of Radius common stock for \$0.08 per share in connection with the Merger.

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.