

WEBB MICHAEL D  
Form 4  
November 17, 2004

**FORM 4**

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

OMB APPROVAL

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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 \*  
WEBB MICHAEL D

(Last) (First) (Middle)  
161 FIRST STREET  
(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
EPIX Pharmaceuticals, Inc. [EPIX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/12/2004

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)  
Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/12/2004		M	A	\$ 0.4539	42,213	D
Common Stock	11/12/2004		M	A	\$ 5.25	42,412	D
Common Stock (Sale Pursuant to a 10b5-1 Trading Plan)	11/12/2004		S	D	\$ 16.75	41,912	D
	11/12/2004		S	D	\$ 16.77	41,712	D

Common  
Stock (Sale  
Pursuant to  
a 10b5-1  
Trading  
Plan)

Common  
Stock (Sale  
Pursuant to  
a 10b5-1  
Trading  
Plan)

11/12/2004 S 1,000 D \$ 16.85 40,712 D

Common  
Stock (Sale  
Pursuant to  
a 10b5-1  
Trading  
Plan)

11/12/2004 S 1,000 D \$ 16.74 39,712 D

Common  
Stock (Sale  
Pursuant to  
a 10b5-1  
Trading  
Plan)

11/12/2004 S 601 D \$ 16.75 39,111 D

Common  
Stock (Sale  
Pursuant to  
a 10b5-1  
Trading  
Plan)

11/12/2004 S 199 D \$ 16.75 38,912 <sup>(1)</sup> 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.**

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(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. 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 Securities (Instr. 3 and 4)	8. D S (I)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares							
					Code	V	(A)	(D)			
Stock Option (Right to Buy)	\$ 0.4539	11/12/2004			M		3,301 (2)	12/16/1999	12/16/2004	Common Stock	3,301
Stock Option (Right to Buy)	\$ 5.25	11/12/2004			M		199	08/07/2000	08/07/2006	Common Stock	199

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEBB MICHAEL D 161 FIRST STREET CAMBRIDGE, MA 02142	X		Chief Executive Officer	

## Signatures

Paula Valencia-Galbraith,  
Attorney-in-Fact

11/17/2004

\_\_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) Reporting person indirectly owns 2,500 shares of common stock through his spouse.
- (2) From December 16, 1994 grant of 330,467 options to purchase shares of common stock of which 320,006 options have been exercised and the remaining 7,160 options are currently exercisable.
- (3) From August 7, 1996 grant of 83,333 options to purchase shares of common stock of which 199 options have been exercised and the remaining 83,134 options are currently exercisable.

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.