

AGIOS PHARMACEUTICALS INC  
 Form 4  
 September 17, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
 Higgons John Duncan

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Operating Officer

(Last) (First) (Middle)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/15/2015

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common stock	09/15/2015		M <sup>(1)</sup>		2,480	\$ 0.3025	A
Common stock	09/15/2015		M <sup>(1)</sup>		17,520	\$ 0.3025	A
Common stock	09/15/2015		S <sup>(2)</sup>		20,000	\$ 91.11 <sup>(3)</sup>	D

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

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SEC 1474 (9-02)



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

- (4) This option was granted on August 13, 2009. The shares underlying this option vest as to 25% of the shares on June 13, 2010, with the remaining 75% vesting in 36 equal monthly installments thereafter.

- (5) This option was granted on March 26, 2010 for the purchase of 36,363 shares of common stock. The option vests as to 50% of the underlying shares upon the achievement of a performance milestone and with the remaining 50% vesting in 36 equal monthly installments thereafter. The performance criteria for the performance milestone were met on June 3, 2010.

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.