

INSMED INC
Form 4
January 14, 2008

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 *
SHAROKY MELVIN MD

(Last) (First) (Middle)

C/O INSMED
INCORPORATED, 8720 STONY
POINT PKWY, SUITE 200

(Street)

RICHMOND, VA 23235

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INSMED INC [INSM]

3. Date of Earliest Transaction
(Month/Day/Year)
01/10/2008

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)

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)
			Code	V	Amount or Price		
Common Stock	01/10/2008		P		1,866 A \$ 0.7901	324,536	D
Common Stock	01/10/2008		P		100 A \$ 0.796	324,636	D
Common Stock	01/10/2008		P		500 A \$ 0.7969	325,136	D
Common Stock	01/10/2008		P		2,534 A \$ 0.797	327,670	D
Common Stock	01/10/2008		P		200 A \$ 0.7973	327,870	D

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Common Stock	01/10/2008		P	200	A	\$ 0.7979	328,070	D
Common Stock	01/10/2008		P	100	A	\$ 0.798	328,170	D
Common Stock	01/10/2008		P	900	A	\$ 0.7986	329,070	D
Common Stock	01/10/2008		P	13,400	A	\$ 0.799	342,470	D
Common Stock	01/10/2008		P	1,900	A	\$ 0.7991	344,370	D
Common Stock	01/10/2008		P	500	A	\$ 0.7992	344,870	D
Common Stock	01/10/2008		P	5,500	A	\$ 0.7999	350,370	D
Common Stock	01/10/2008		P	19,100	A	\$ 0.8	369,470	D
Common Stock	01/10/2008		P	1,400	A	\$ 0.8087	370,870	D
Common Stock	01/10/2008		P	6,200	A	\$ 0.8099	377,070	D
Common Stock	01/10/2008		P	11,420	A	\$ 0.81	388,490	D
Common Stock	01/10/2008		P	980	A	\$ 0.82	389,470	D
Common Stock	01/10/2008		P	200	A	\$ 0.8285	389,670	D
Common Stock	01/10/2008		P	3,000	A	\$ 0.8298	392,670	D

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

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHAROKY MELVIN MD
C/O INSMED INCORPORATED
8720 STONY POINT PKWY, SUITE 200
RICHMOND, VA 23235

X

Signatures

Kevin P. Tully, As
Attorney-in-Fact

01/14/2008

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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