

INSMED INC
Form 4
April 02, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ALLAN GEOFFREY

(Last) (First) (Middle)

C/O INSMED
INCORPORATED, 8720 STONY
POINT PARKWAY

(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)
03/31/2009

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)
President, CEO and Chairman

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/31/2009		M		531,156	A	<u>1</u>	2,357,838	D	
Common Stock	03/31/2009		D		531,156	D	<u>\$ 1</u> (1)	1,826,682	D	
Common Stock	03/31/2009		A		<u>247,582</u> (2)	A	\$ 0	2,074,264	D	
Common Stock	03/31/2009		F		<u>358,707</u> (3)	D	\$ 1	1,715,557	D	

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

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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 Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	03/31/2009		A	144,861 (2)	03/31/2009	03/31/2009	Common Stock
Restricted Stock Units	(1)	03/31/2009		M	531,156	03/31/2009	03/31/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLAN GEOFFREY C/O INSMED INCORPORATED 8720 STONY POINT PARKWAY RICHMOND, VA 23235	X		President, CEO and Chairman	

Signatures

Geoffrey Allan 04/02/2009

**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) Each Restricted Stock Unit was the economic equivalent of one share of Common Stock. The Restricted Stock Units were settled in cash by the Company and not sold on the open market.
- (2) These shares were granted based on meeting the "Distinguished" performance measure of the original Restricted Stock and Restricted Stock Unit grant dated May 29, 2008.
- (3) These shares were held back by the Company to settle the appropriate tax payment and not sold on the open market.

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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