ACCELERON PHARMA INC

Form 4

December 02, 2014

FORM 4

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

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Repo Kumar Ravindra	orting Person *	2. Issuer Name and Ticker or Trading Symbol ACCELERON PHARMA INC [XLRN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) 128 SIDNEY STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2014	Director 10% Owner _X Officer (give title Other (specify below) VP & Chief Scientific Officer			
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CAMBRIDGE, MA 021	39		Form filed by More than One Reporting Person			

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Form: Direct Code Beneficially Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common $M_{\underline{-}1}^{(1)}$ 12/01/2014 4,000 A \$ 5.88 31,890 D Stock \$ Common 12/01/2014 $S^{(1)}$ 1,900 D 34.87 29,990 D Stock (2) Common \$ 36.1 $S^{(1)}$ 28,990 12/01/2014 1,000 D D (3) Stock \$ Common 12/01/2014 $S^{(1)}$ 37.44 D 1,100 D 27,890 Stock

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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 (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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	and	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 5.88	12/01/2014		M <u>(1)</u>		4,000	<u>(5)</u>	12/17/2018	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kumar Ravindra 128 SIDNEY STREET CAMBRIDGE, MA 02139

VP & Chief Scientific Officer

Signatures

/s/ John D. Quisel, as attorney-in-fact for Ravindra Kumar

12/02/2014

**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) The reported transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.49 to \$35.11, inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any security holder of Acceleron Pharma Inc. or the staff of the Securities and Exchange commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.

Reporting Owners 2

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.60 to \$36.39, inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any security holder of Acceleron Pharma Inc. or the staff of the Securities and Exchange commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.08 to \$37.94, inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any security holder of Acceleron Pharma Inc. or the staff of the Securities and Exchange commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (4) to this Form 4.
- (5) The options of registrant's common stock vest in equal quarterly installments over the first four years after the grant.

 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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