

IDERA PHARMACEUTICALS, INC.

Form 4

November 15, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
AGRAWAL SUDHIR

(Last) (First) (Middle)

C/O IDERA
PHARMACEUTICALS, INC., 167
SIDNEY STREET

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
IDERA PHARMACEUTICALS,
INC. [IDRA]

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2012

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)
Chairman, CEO & President

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	(D)	Price

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)**

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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.			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.157	11/13/2012		A		83,750 <u>(1)</u>		<u>(1)</u>	11/28/2021	Common Stock	83,750 <u>(1)</u>
Stock Option (Right to Buy)	\$ 1.16	11/13/2012		A		5,863 <u>(2)</u>		<u>(2)</u>	11/28/2021	Common Stock	5,863 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AGRAWAL SUDHIR C/O IDERA PHARMACEUTICALS, INC. 167 SIDNEY STREET CAMBRIDGE, MA 02139	X		Chairman, CEO & President	

Signatures

/s/ Sudhir
Agrawal

11/15/2012

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).

On December 5, 2011, the reporting person was granted an option to purchase up to an aggregate of 500,000 shares of common stock.
(1) Half of the shares subject to such option are subject to satisfaction of performance vesting criteria. On November 13, 2012, certain performance vesting criteria were met with respect to 83,750 of such shares, of which 20,937 shares vested on November 13, 2012 and the remaining 62,813 of which will vest in three equal annual installments beginning on November 13, 2013.

On January 3, 2012, the reporting person was granted an option to purchase up to an aggregate of 35,000 shares of common stock. Half of the shares subject to such option are subject to satisfaction of performance vesting criteria. On November 13, 2012, certain performance vesting criteria were met with respect to 5,863 of such shares, of which 1,465 shares vested on November 13, 2012 and the remaining 4,398 of which will vest in three equal annual installments beginning on November 13, 2013.
(2)

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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