

ACCELERON PHARMA INC
 Form 4
 March 06, 2015

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 *
 Sherman Matthew L

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) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/04/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & Chief Medical Officer

128 SIDNEY STREET

(Street)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/04/2015		M ⁽¹⁾		4,000 A \$ 0.48	24,004 ⁽²⁾	D
Common Stock	03/04/2015		S ⁽¹⁾		2,799 D \$ 40.66	21,205 ⁽³⁾	D
Common Stock	03/04/2015		S ⁽¹⁾		1,001 D \$ 41.4 ⁽⁴⁾	20,204	D
Common Stock	03/04/2015		S ⁽¹⁾		200 D \$ 42.07	20,004 ⁽⁵⁾	D
	03/04/2015		M ⁽¹⁾		1,600 A \$ 5.08	21,604	D

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Common Stock									
Common Stock	03/04/2015		S ⁽¹⁾	1,600	D	\$ 40.21 (6)	20,004	D	
Common Stock	03/04/2015		S ⁽¹⁾	400	D	\$ 40.92	18,700	I	By GRAT
Common Stock	03/04/2015		S ⁽¹⁾	700	D	\$ 40.63 (7)	18,000	I	By GRAT
Common Stock	03/04/2015		S ⁽¹⁾	300	D	\$ 41.38 (8)	17,700	I	By GRAT

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 0.48	03/04/2015		M ⁽¹⁾		(9)	05/31/2016	Common Stock	4,000
Option to Purchase Common Stock	\$ 5.08	03/04/2015		M ⁽¹⁾		(10)	03/27/2018	Common Stock	1,600
Option to Purchase Common Stock	\$ 41.01	03/04/2015		A	15,000	(10)	03/04/2025	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sherman Matthew L 128 SIDNEY STREET CAMBRIDGE, MA 02139			EVP & Chief Medical Officer	

Signatures

/s/ John D. Quisel, as attorney-in-fact for Matthew L. Sherman
 03/06/2015
 **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.
- (2) Due to a typographical error in the reporting person's Form 4 filed on January 22, 2015, the reporting person's final holdings were incorrectly reported as 24,004 shares rather than 20,004 shares. The error has been corrected in this total.
 The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.06 to \$41.05, 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.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.06 to \$42.04, 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.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.07 to \$42.08, 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 (5) to this Form 4.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.00 to \$40.83, 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 (6) to this Form 4.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.09 to \$41.02, 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 (7) to this Form 4.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.18 to \$41.68, 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 (8) to this Form 4.
- (8) The options of registrant's common stock vested as to 25% of the shares on the first anniversary of the grant and in equal installments quarterly thereafter.
- (9) The options of registrant's common stock vest in equal quarterly installments over the first four years after the grant.
- (10) 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. 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.