#### Edgar Filing: Lanfear Dennis M - Form 4

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Form 4													
April 02, 2009									OMB APPROVAL				
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287				
Check thi if no long subject to Section 10 Form 4 or	box <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b>								Expires: Estimated a burden hour response	•			
Form 5 obligation may conti <i>See</i> Instru 1(b).	nue. Section 1	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								1			
(Print or Type R	esponses)												
Lanfear Dennis M Sym			2. Issuer Symbol INSMEI			Ticker or Tra	ading		5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Checl	(Check all applicable)					
										X_ Director 10% Owner Officer (give title Other (specify below) below)			
				ndment, Date Original tth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
RICHMONI	D, VA 23235								Form filed by M Person	ore than One Re	porting		
(City)	(State)	(Zip)	Table	e I - Noi	n-De	erivative Sec	curitie	es Acqu	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)			8)	4. Securitie r(A) or Disp (Instr. 3, 4 a	(A) or	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Restricted Stock (1)	03/31/2009			Code A	V	Amount 120,000	(D) A	Price \$ 0	120,000	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

# **Reporting Owners**

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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. Transact Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Other

### **Reporting Owners**

Reporting Owner Name / Addr	ess		Relationships			
		Director	10% Owner	Officer		
Lanfear Dennis M C/O INSMED INCORPORATED 8720 STONY POINT PARKWAY, S RICHMOND, VA 23235	SUITE 200	Х				
Signatures						
Kevin P. Tully, as Attorney-in-Fact	04/02/20	009				
<u>**Signature of Reporting Person</u>	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) This Restricted Stock will vest six months from the date of the Merck closing which occurred on March 31, 2009.

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.