AMICUS THERAPEUTICS INC

Form 4

February 12, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Topper James N

2. Issuer Name and Ticker or Trading

Symbol

AMICUS THERAPEUTICS INC

[FOLD]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 02/08/2008

_X__ Director Officer (give title

X__ 10% Owner _ Other (specify

550 HAMILTON AVENUE, SUITE

100

(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 Form filed by More than One Reporting

Person

PAL	O(A)	OT.	CA	94301
	$\mathcal{L}_{\mathbf{M}}$	\Box \Box \Box \Box	~ 1	77701

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acq	uired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Security or (A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/11/2008		Code V	Amount 21	(D)	Price \$ 9.93	(Instr. 3 and 4) 602,588	I	By Frazier Healthcare V, LP (1) (2)
Common Stock	02/11/2008		P	200	A	\$ 9.95	602,788	I	By Frazier Healthcare V, LP (1) (2)
Common Stock	02/11/2008		P	400	A	\$ 9.96	603,188	I	By Frazier Healthcare V, LP (1) (2)
Common	02/11/2008		P	200	A	\$ 9.97	603,388	I	By Frazier

Edgar Filing: AMICUS THERAPEUTICS INC - Form 4

Stock								Healthcare V, LP (1) (2)
Common Stock	02/11/2008	P	118	A	\$ 9.98	603,506	I	By Frazier Healthcare V, LP (1) (2)
Common Stock	02/11/2008	P	200	A	\$ 9.99	603,706	I	By Frazier Healthcare V, LP (1) (2)
Common Stock	02/11/2008	P	412	A	\$ 10	604,118	I	By Frazier Healthcare V, LP (1) (2)
Common Stock	02/11/2008	P	282	A	\$ 10.01	604,400	I	By Frazier Healthcare V, LP (1) (2)
Common Stock	02/11/2008	P	300	A	\$ 10.02	604,700	I	By Frazier Healthcare V, LP (1) (2)
Common Stock	02/11/2008	P	100	A	\$ 10.03	604,800	I	By Frazier Healthcare V, LP (1) (2)
Common Stock	02/11/2008	P	867	A	\$ 10.04	605,667	I	By Frazier Healthcare V, LP (1) (2)
Common Stock	02/11/2008	P	300	A	\$ 10.05	605,967	I	By Frazier Healthcare V, LP (1) (2)
Common Stock	02/11/2008	P	200	A	\$ 10.06	606,167	I	By Frazier Healthcare V, LP (1) (2)
Common Stock	02/11/2008	P	200	A	\$ 10.07	606,367	I	By Frazier Healthcare V, LP (1) (2)
Common Stock	02/11/2008	P	100	A	\$ 10.08	606,467	I	By Frazier Healthcare V, LP (1) (2)
Common Stock	02/11/2008	P	900	A	\$ 10.1	607,367	I	By Frazier Healthcare V, LP (1) (2)
Common Stock	02/11/2008	P	100	A	\$ 10.11	607,467	I	By Frazier Healthcare V, LP (1) (2)
Common Stock	02/11/2008	P	100	A	\$ 10.12	607,567	I	By Frazier Healthcare V, LP (1) (2)

Edgar Filing: AMICUS THERAPEUTICS INC - Form 4

Common Stock	02/11/2008	P	200	A	\$ 10.13	607,767	I	By Frazier Healthcare V, LP (1) (2)
Common Stock	02/11/2008	P	100	A	\$ 10.14	607,867	I	By Frazier Healthcare V, LP (1) (2)
Common Stock	02/11/2008	P	100	A	\$ 10.15	607,967	I	By Frazier Healthcare V, LP (1) (2)
Common Stock	02/11/2008	P	300	A	\$ 10.16	608,267	I	By Frazier Healthcare V, LP (1) (2)
Common Stock						2,586,886	I	By Frazier Healthcare IV, LP (2) (3)
Common Stock						13,128	I	By Frazier Affiliates IV, LP (2) (3)

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	orNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date		Number	
									of	
				Code V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reporting Owners 3

Edgar Filing: AMICUS THERAPEUTICS INC - Form 4

Topper James N 550 HAMILTON AVENUE, SUITE 100 X X PALO ALTO, CA 94301

Signatures

/s/ James N. 02/12/2008 Topper

**Signature of Date
Reporting Person

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).

The securities are owned directly by the entity listed. Dr. Topper is a member of the investment committee of FHM V, LLC, the general partner of FHM V, L.P., which is the general partner of Frazier Healthcare V, L.P. As a member of the FHM V, LLC investment committee, Dr. Topper may be deemed to share voting and investment power for securities held by Frazier Healthcare V, L.P. Dr. Topper

- (1) committee, Dr. Topper may be deemed to share voting and investment power for securities held by Frazier Healthcare V, L.P. Dr. Topper disclaims beneficial ownership of these shares except to the extent of his proportionate pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.
- There is no direct relationship among or between FHM V, LLC, FHM V, L.P. and Frazier Healthcare V, L.P., on the one hand, and FHM IV, LP, Frazier Healthcare IV, LP and Frazier Affiliates IV, LP, on the other. Beneficial ownership of Issuer shares as described herein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.

The securities are owned directly by the entity listed. Dr. Topper is a limited partner of FHM IV, LP, the general partner of Frazier Healthcare IV, LP and Frazier Affiliates IV, LP. Voting and investment power over such shares is exercised by FHM IV, LLC in its role

(3) as the general partners of FHM IV, LP. Dr. Topper is not a member or an officer of FHM IV, LLC. Dr. Topper disclaims beneficial ownership of these shares except to the extent of his proportionate pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.

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.

Signatures 4