IRONWOOD PHARMACEUTICALS INC

Form 4 July 05, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

obligations

may continue.

See Instruction

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

1(b).

(Last)

Class B Common

Stock Class B

Stock

Common

(Print or Type Responses)

1. Name and Address of Reporting Person * **CONRADES GEORGE H**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol **IRONWOOD**

PHARMACEUTICALS INC

(Check all applicable)

[IRWD]

(Middle)

3. Date of Earliest Transaction

_X__ Director Officer (give title

10% Owner Other (specify

(Month/Day/Year) C/O IRONWOOD 06/30/2011

PHARMACEUTICALS, INC., 301 **BINNEY STREET**

(Street)

(First)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

90,000

823,755

CAMBRIDGE, MA 02142

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities A	equired, Disposed	of, or Benefic	ially 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. Securit nAcquired Disposed (Instr. 3,	(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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	06/30/2011		A(1)	159	A	\$0	1,215	D	

Longfellow Venture

By

D

I

1

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Partners I, LLC (2)

Class B

Common Stock

By Conrades 254,152 Ι Family, LLC

(3)

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or		ate	Amou Under Secur	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo
					Disposed						Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
						D	E : .:		Amount		
						Date Exercisable	Expiration Date	Title N	Number		
				Code V	(A) (D)				of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

CONRADES GEORGE H C/O IRONWOOD PHARMACEUTICALS, INC. **301 BINNEY STREET** CAMBRIDGE, MA 02142

X

Signatures

/s/ Halley E. Gilbert Attorney-in-Fact

07/05/2011

**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).

Reporting Owners 2

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- (1) Issued pursuant to Director Compensation Plan.
- (2) The reporting person is the sole manager of Longfellow Venture Partners I, LLC, the beneficial owner of the securities.
- (3) The reporting person is a managing member of Conrades Family, LLC, the beneficial owner of the securities.

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.