Edgar Filing: IRONWOOD PHARMACEUTICALS INC - Form 4

IRONWOOD PHARMACEUTICALS INC

Form 4

Stock

December 13, 2011

| FORM | OMB APPROVAL | | | | | | | |
|-------------------------------------------------------------|-------------------------|-----------------------------------------|------------------------------------------------|---------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|--|--|
| | OMB Number: | 3235-0287 | | | | | | |
| Check t if no loa | naar | | - · | | Expires: | January 31, | | |
| subject Section Form 4 Form 5 | to SIAIEN 16. or | | SECURITIES 16(a) of the Securities Exchange | | Estimated burden ho response | ours per | | |
| obligati may con <i>See</i> Inst 1(b). | ons section 170 ntinue. | (a) of the Public | Utility Holding Company Act of 19 | of 1935 or Section | n | | | |
| (Print or Type | Responses) | | | | | | | |
| 1. Name and Address of Reporting Person * CONRADES GEORGE H | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| | | | IWOOD RMACEUTICALS INC D] | (Check all applicable) _X_ Director 10% Owner | | | | |
| (Last) | (First) (| , , , , , , , , , , , , , , , , , , , , | e of Earliest Transaction n/Day/Year) | Officer (give below) | titleO below) | ther (specify | | |
| C/O IRON PHARMA BINNEY S | CEUTICALS, IN | 12/12 | /2011 | | | | | |
| | (Street) | | mendment, Date Original Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| CAMBRII | OGE, MA 02142 | | | Form filed by M Person | More than One | Reporting | | |
| (City) | (State) | | able I - Non-Derivative Securities Ac | | | • | | |
| (Instr. 3) any | | Execution Date, i | Code (Instr. 3, 4 and 5) (Instr. 8) (A) or | 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 B Common Stock | 12/12/2011 | | Code V Amount (D) Price G(1) V 100,000 D \$ 0 | | I | By Longfellow Venture Partners I, LLC (2) | | |
| Class A Common | | | | 6,438 | D | | | |

90,000

D

Edgar Filing: IRONWOOD PHARMACEUTICALS INC - Form 4

Class B Common Stock

Class B
Common

254,152

By Conrades
Family, LLC

Stock (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)

| Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | | 6. Date Exerc | cisable and | 7. Tit | le and | 8. Price of | |
|------------------------------|-------------|---------------------|--------------------|---------|---------|-----------|---------------|-------------|-----------|------------|-------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transa | ctionNu | umber | Expiration D | ate | Amou | ınt of | Derivative | 1 |
| Security | or Exercise | | any | Code | of | | (Month/Day/ | Year) | Unde | rlying | Security | |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. | 8) De | erivative | e | | Secur | rities | (Instr. 5) | 1 |
| | Derivative | | | | Se | curities | | | (Instr | . 3 and 4) | | |
| | Security | | | | Ac | equired | | | | | | 1 |
| | | | | | (A | or or | | | | | | 1 |
| | | | | | Di | sposed | | | | | | |
| | | | | | of | (D) | | | | | | |
| | | | | | (Ir | ıstr. 3, | | | | | | |
| | | | | | 4, | and 5) | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | Amount | | |
| | | | | | | | Date | Expiration | . | or | | |
| | | | | | | | Exercisable | Date | Title | Number | | |
| | | | | | | | | | of | | | |
| | | | | Code | V (A | (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Signatures

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

**Signature of Reporting Person Date

Reporting Owners 2

X

Edgar Filing: IRONWOOD PHARMACEUTICALS INC - Form 4

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) In order to effect the gift, 100,000 shares of Class B Common Stock were converted into 100,000 shares of Class A Common Stock in accordance with the issuer's certificate of incorporation.
- (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.