

ACCELERON PHARMA INC

Form 4

August 15, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
128 SIDNEY STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2014

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

CAMBRIDGE, MA 02139

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/14/2014		M ⁽¹⁾	1,684 A \$ 0.48	31,542	D	
Common Stock	08/14/2014		M ⁽¹⁾	4,316 A \$ 1.8	35,858	D	
Common Stock	08/14/2014		S ⁽¹⁾	5,900 D \$ 29.77 (2)	29,958	D	
Common Stock	08/14/2014		S ⁽¹⁾	100 D \$ 30.25	29,858	D	
Common Stock	08/14/2014		S ⁽¹⁾	1,500 D \$ 29.82	29,000	I	By GRAT

(3)

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 (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)	8. Amount or Number of Shares
Option to Purchase Common Stock	\$ 0.48	08/14/2014		M ⁽¹⁾	1,684	⁽⁴⁾ 05/31/2016	Common Stock	1,684
Option to Purchase Common Stock	\$ 1.8	08/14/2014		M ⁽¹⁾	4,316	⁽⁵⁾ 01/31/2017	Common Stock	4,316

Reporting Owners

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

Signatures

/s/ John Quisel, as attorney-in-fact for Matthew L.
Sherman

08/15/2014

 **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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.25 to \$30.50, 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 (2) 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 \$29.48 to \$30.36, 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.

(4) 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.

(5) The options of registrant's common stock vested 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.

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