

ACCELERON PHARMA INC
Form 4/A
December 12, 2014

FORM 4

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

OMB APPROVAL

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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

(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)
05/19/2014

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

CAMBRIDGE, MA 02139

4. If Amendment, Date Original Filed(Month/Day/Year)
05/21/2014

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/19/2014 | | S ⁽¹⁾ | 1,900 | \$ 31.47 | D | |
| | | | | | (2) | | |
| Common Stock | 05/19/2014 | | S ⁽¹⁾ | 100 | \$ 32.23 | D | |
| | | | | | (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)

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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 Acquired (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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 D. Quisel, as attorney-in-fact for Matthew L. Sherman
12/12/2014

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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.17 to \$31.69, 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.
- (2) The amount of securities beneficially owned following the reported transaction(s) in column 5 of the Form 4 filed on May 21, 2014 was overstated by 1,936 shares due to a typographical error. This error was repeated in column 5 for securities owned directly by the reporting person in all subsequent Form 4 filings by the reporting person, which includes Form 4s filed on May 30, 2014; June 13, 2014; June 20, 2014; July 11, 2014; July 22, 2014; July 25, 2014; August 13, 2014; August 15, 2014; August 19, 2014; September 4, 2014; September 19, 2014; October 9, 2014; October 20, 2014; November 14, 2014; and November 18, 2014. In these filings, the numbers in column 5 relating to securities directly owned by the reporting person should be 1,936 shares fewer than was reflected in each filing.

Remarks:

As noted in footnote 3, this Form 4/A amends the Form 4s filed on May 21, 2014; May 30, 2014; June 13, 2014; June 20, 2014;

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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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