MCGUIRE TERRANCE

Form 4

October 13, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Zip)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Polaris Venture Management Co IV Issuer Symbol LLC ALIMERA SCIENCES INC [ALIM] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ 10% Owner Director Officer (give title __X_ Other (specify C/O POLARIS VENTURE 10/11/2011 below) below) PARTNERS, 1000 WINTER May be part of 13(d) group **STREET** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting

WALTHAM, MA 02451

(State)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| | | | | | | - | · - | | Ť |
|--------------------------------------|---|--|--------------|---|------------------|-------|--|--|------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | nsaction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year) | | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 10/11/2011 | | J <u>(1)</u> | 5,423 | D | \$0 | 72,554 | I | See Footnote (2) |
| Common Stock | 10/11/2011 | | J <u>(3)</u> | 294,577 | D | \$ 0 | 3,941,132 | I | See Footnote |
| Common Stock | 10/11/2011 | | J <u>(5)</u> | 2,997 | A | \$0 | 8,637 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Exer | cisable and | 7. Titl | le and | 8. Price of |
|-------------|-------------|---------------------|--------------------|-----------|------------|-----------------|-------------|---------|----------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transac | ctionNumbe | er Expiration I | Date | Amou | ınt of | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day | /Year) | Under | rlying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8 | 3) Deriva | tive | | Secur | ities | (Instr. 5) |
| | Derivative | | | | Securi | ties | | (Instr. | 3 and 4) | |
| | Security | | | | Acquii | red | | | | |
| | | | | | (A) or | | | | | |
| | | | | | Dispos | sed | | | | |
| | | | | | of (D) | | | | | |
| | | | | | (Instr. | 3, | | | | |
| | | | | | 4, and | 5) | | | | |
| | | | | | | | | | | |
| | | | | | | | | | Amount | |
| | | | | | | Date | Expiration | | or | |
| | | | | | | Exercisable | Date | | Number | |
| | | | | | | | | | of | |
| | | | | Code | V (A) (| D) | | | Shares | |

Reporting Owners

| | Relationships | | | | | |
|---|---------------|--------------|---------|-----------------------------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| Polaris Venture Management Co IV LLC C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451 | | X | | May be part of 13(d) group | | |
| SPOON ALAN G C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451 | | X | | May be part of 13(d) group. | | |
| Flint Jonathan A C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451 | | X | | May be part of 13(d) group. | | |
| MCGUIRE TERRANCE C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451 | | X | | May be part of 13(d) group. | | |
| POLARIS VENTURE PARTNERS IV LP C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET | | X | | May be part of 13(d) group. | | |

Reporting Owners 2

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POLARIS VENTURE PARTNERS ENTREPRENEURS **FUND IV LP** C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET

May be part of 13(d) X

group.

Signatures

| /s/ Alan Spoon | 10/13/2011 | | | | |
|---|------------|--|--|--|--|
| **Signature of Reporting Person | Date | | | | |
| /s/ Jonathan A. Flint | 10/13/2011 | | | | |
| **Signature of Reporting Person | Date | | | | |
| /s/ Terrance G. McGuire | 10/13/2011 | | | | |
| **Signature of Reporting Person | Date | | | | |
| /s/ John Gannon, Authorized signatory for Polaris Venture Management Co., IV, L.L.C. | | | | | |
| **Signature of Reporting Person | Date | | | | |
| /s/ John Gannon, Authorized signatory for Polaris Venture Partners IV, L.P. | | | | | |
| **Signature of Reporting Person | Date | | | | |
| /s/ John Gannon, Authorized signatory for Polaris Venture Partners Entrepreneurs' Fund IV, L.P. | 10/13/2011 | | | | |

**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).
- Represents a pro rata distribution without additional consideration by Polaris Venture Partners Entrepreneurs' Fund IV, L.P. ("PVPE IV") **(1)** to the partners of PVPE IV.
 - The reportable securities are owned directly by PVPE IV. Polaris Venture Management Co. IV, L.L.C. ("PVM IV") is the general partner of PVPE IV. PVM IV disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM IV is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest
- (2) therein. Each of Jonathan A. Flint ("Flint"), Terrance G. McGuire ("McGuire") and Alan G. Spoon ("Spoon") are the managing members of PVM IV. Each of Flint, McGuire and Spoon disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.
- Represents a pro rata distribution without additional consideration by Polaris Venture Partners IV, L.P. ("PVP IV") to the partners of PVP **(3)**
 - The reportable securities are owned directly by PVP IV. PVM IV is the general partner of PVP IV. PVM IV disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM IV is the beneficial owner of such securities for
- purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein. Each of Flint, McGuire and Spoon are the managing members of PVM IV. Each of Flint, McGuire and Spoon disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.
- Acquisition by PVM IV pursuant to a pro rata distribution without additional consideration by PVPE IV and PVP IV to the partners of PVPE IV and PVP IV, respectively.

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 3