

INSMED INC
Form 4
July 18, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
FMR LLC

(Last) (First) (Middle)
245 SUMMER STREET
(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INSMED INC [INSM]

3. Date of Earliest Transaction
(Month/Day/Year)
07/16/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director 10% Owner
____ Officer (give title below) Other (specify below)
Edward C. Johnson 3d

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	07/16/2013		S	56,271	D \$ 10.6478	736,793	I	Beacon Bioventures Limited Partnership
Common Stock	07/16/2013		S	381	D \$ 10.6478	4,995	I	Beacon Bioventures Principals Limited Partnership
Common Stock	07/17/2013		S	225,702	D \$ 11.6569 (1)	511,091	I	Beacon Bioventures Limited

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 Following Reporting Transaction (Instr. 6)	
Common Stock		07/17/2013		S	1,529	D	\$ 11,6569 3,466 (1)		I	Partnership Beacon Bioventures Principals Limited Partnership
Common Stock		07/18/2013		S	26,167	D	\$ 11,8481 484,924 (2)		I	Partnership Beacon Bioventures Limited Partnership
Common Stock		07/18/2013		S	177	D	\$ 11,8481 3,289 (2)		I	Partnership Beacon Bioventures Principals Limited Partnership

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)

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 Following Reporting Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FMR LLC 245 SUMMER STREET BOSTON, MA 02210		X		Edward C. Johnson 3d

Signatures

Scott C. Goebel, duly authorized under Powers of Attorney effective as of June 1, 2008, by and on behalf of FMR LLC and its direct and indirect subsidiaries, and by and behalf of Edward C. Johnson 3d

07/18/2013

__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).
The price reported for this transaction is the weighted average price of multiple trades at prices ranging from \$11.5076 to \$11.7742.
- (1) FMR LLC hereby undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
The price reported for this transaction is the weighted average price of multiple trades at prices ranging from \$11.7519 to \$11.9589.
- (2) FMR LLC hereby undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Remarks:

Beacon Bioventures Advisors Limited Partnership is the general partner of Beacon Bioventures Limited Partnership and Beacon Bioventures

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.