

Schenkein David P
 Form 4
 January 26, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Schenkein David P

2. Issuer Name and Ticker or Trading Symbol
 AGIOS PHARMACEUTICALS INC
 [AGIO]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

(Last) (First) (Middle)
 C/O AGIOS
 PHARMACEUTICALS, INC., 88
 SIDNEY STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/24/2018

CAMBRIDGE, MA 02139

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

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common stock | 01/24/2018 | | M ⁽¹⁾ | 20 | A \$ 0.3025 | 20 | D |
| Common stock | 01/24/2018 | | S ⁽²⁾ | 20 | D \$ 80.01 ⁽³⁾ | 0 | D |
| Common stock | | | | | | 271,772 | I See footnote ⁽⁴⁾ |
| Common stock | | | | | | 79,082 | I See footnote |

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- (1) This exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$80.00 to \$80.07. The

- (3) reporting person undertakes, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- (4) Shares held by David P. Schenkein 2004 Revocable Trust, of which the reporting person is trustee and beneficiary.
- (5) Shares held by Amy P. Schenkein 2004 Revocable Trust, of which the reporting person's spouse is trustee and beneficiary.

This option was granted on August 13, 2009. The option vested as to 50% of the underlying shares upon the achievement of a

- (6) performance milestone, as determined by the issuer's Board of Directors on June 3, 2010, and as to the remaining 50% of the underlying shares in equal monthly installments through June 3, 2013.

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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