ROBERTS BRYAN E

Form 4

January 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

OMB APPROVAL

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

obligations

Check this box

may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *

ROBERTS BRYAN E

2. Issuer Name and Ticker or Trading

Symbol

IRONWOOD

PHARMACEUTICALS INC

[IRWD]

(Middle)

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2010

_X__ Director Officer (give title

X__ 10% Owner _ Other (specify

C/O IRONWOOD

PHARMACEUTICALS, INC., 301

BINNEY STREET

Stock

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

CAMBRIDGE, MA 02142

(City)	(State)	(Zip) Tal	ole I - N	on-	Derivativo	e Secu	ırities A	Acquired, Dispos	sed of, or Ben	eficially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code		4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)	(msu. 4)		
Class A Common Stock	12/30/2010		J <u>(1)</u>	V		D	\$ 0	0	D		
Class A Common Stock	12/30/2010		J <u>(1)</u>	V	637	A	\$ 0	637	I	By VR Management, LLC (2)	
Class A Common	12/31/2010		A(3)		241	A	\$ 0	241	D (4)		

Edgar Filing: ROBERTS BRYAN E - Form 4

Class B Common Stock	15,000	D	
Class B Common Stock	2,559,605	I	By Venrock Associates (5)
Class B Common Stock	3,683,329	I	By Venrock Associates II, L.P. (6)
Class B Common Stock	48,387	I	By Venrock Entrepreneurs Fund, L.P. (7)
Class B Common Stock	2,017,021	I	By Venrock Healthcare Capital Partners, LP (8)
Class B Common Stock	382,979	I	By VHCP Co-Investment Holdings, LLC
Class B Common Stock	40,000	I	By VR Management, LLC (2)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Tit	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Da	ate Amo		ınt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	TP:41	or		
					Exercisable	Date		Number			
				C-J- V	(A) (D)				of		
				Code V	(A) (D)				Shares		

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Edgar Filing: ROBERTS BRYAN E - Form 4

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROBERTS BRYAN E C/O IRONWOOD PHARMACEUTICALS, INC. 301 BINNEY STREET CAMBRIDGE. MA 02142

X X

Signatures

/s/ Halley E. Gilbert Attorney-in-Fact

01/04/2011

**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).
- (1) On December 30, 2010, the reporting person transferred record title to 637 shares to VR Management, LLC (the "Management Company").
- Consists of shares held directly by the Management Company. The reporting person is a member of the Management Company and may (2) be deemed to beneficially own these shares. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (3) Issued pursuant to Director Compensation Plan.
 - The reporting person is a member of the Management Company. Under an agreement between the reporting person and the Management Company, the reporting person is deemed to hold the reported shares for the sole benefit of the Management Company and must hold or sell the shares solely upon the direction of the Management Company. The Management Company may be deemed the indirect beneficial
- owner of the shares, and the reporting person may be deemed the indirect beneficial owner of the shares through his interest in the Management Company. The reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- Consists of shares held directly by Venrock Associates. The reporting person is a general partner of Venrock Associates and may be deemed to beneficially own these shares. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- Consists of shares held directly by Venrock Associates II, L.P ("Venrock Associates II"). The reporting person is a general partner of Venrock Associates II and may be deemed to beneficially own these shares. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- Consists of shares held directly by Venrock Entrepreneurs Fund, L.P. ("Venrock Entrepreneurs"). Venrock Management, LLC ("Venrock Management") is the general partner of Venrock Entrepreneurs and may be deemed to beneficially own these shares. The reporting person is a member of Venrock Management and may be deemed to beneficially own these shares. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- Consists of shares held directly by Venrock Healthcare Capital Partners, LP ("VHCP LP"). VHCP Management, LLC ("VHCP Management") is the general partner of VHCP LP and may be deemed to beneficially own these shares. The reporting person is a member of VHCP Management and may be deemed to beneficially own these shares. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- Consists of shares held directly by VHCP Co-Investment Holdings, LLC ("VHCP Co-Investment"). VHCP Management is the manager of VHCP Co-Investment and may be deemed to beneficially own these shares. The reporting person is a member of VHCP Management and may be deemed to beneficially own these shares. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

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.

Reporting Owners 3