

PHILLIPS BARCLAY A
Form 4
March 09, 2012

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 *
PHILLIPS BARCLAY A

(Last) (First) (Middle)
9201 CORPORATE BOULEVARD, SUITE 400
(Street)

ROCKVILLE, MD 20850

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MICROMET, INC. [MITI]

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP, CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Option (right to buy)	\$ 8.46	03/07/2012	D		3,333	<u>(1)</u>	06/13/2015	Common Stock	3,333
Stock Option (right to buy)	\$ 6.63	03/07/2012	D		35,000	<u>(1)</u>	05/06/2016	Common Stock	35,000
Stock Option (right to buy)	\$ 6.63	03/07/2012	D		2,500	<u>(1)</u>	05/06/2017	Common Stock	2,500
Stock Option (right to buy)	\$ 6.23	03/07/2012	D		64,204	<u>(1)</u>	09/01/2018	Common Stock	64,204
Stock Option (right to buy)	\$ 3.16	03/07/2012	D		21,875	<u>(1)</u>	04/01/2019	Common Stock	21,875
Stock Option (right to buy)	\$ 3.16	03/07/2012	D		37,500	<u>(1)</u>	04/01/2019	Common Stock	37,500
Stock Option (right to buy)	\$ 8.08	03/07/2012	D		135,000	<u>(1)</u>	04/01/2020	Common Stock	135,000
Stock Option (right to buy)	\$ 6.23	03/07/2012	D		235,796	<u>(1)</u>	09/01/2018	Common Stock	235,796
Stock Option (right to buy)	\$ 5.83	03/07/2012	D		112,500	<u>(1)</u>	03/01/2021	Common Stock	112,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHILLIPS BARCLAY A 9201 CORPORATE BOULEVARD SUITE 400 ROCKVILLE, MD 20850			SVP, CFO	

Signatures

/s/ Janet Hanson,
attorney-in-fact

03/09/2012

**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).
- This option was cancelled and converted into the right to receive in cash the amount per share by which \$11.00 exceeds the exercise price of the option, subject to any applicable tax withholdings (such amount, the "Option Spread"), upon the effective time of the merger of
- (1) Armstrong Acquisition Corp. with and into Micromet, Inc. pursuant to that certain Agreement and Plan of Merger by and among Amgen Inc., Armstrong Acquisition Corp. and Micromet, Inc. dated January 25, 2012 (the "Merger Agreement"). The Option Spread for the unvested portion of the option, if any, will be paid in accordance with the schedule described in the Merger Agreement.
- This option was received by Mr. Phillips in his capacity as a director prior to his separation from Vector Fund. In connection with the
- (2) wind down of that entity, Mr. Phillips continued to hold the option for the benefit of Vector Fund or its assigns. However, Mr. Phillips disclaims beneficial ownership over these securities 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.