

O'Dea Louis
Form 4
May 19, 2011

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 *
O'Dea Louis

(Last) (First) (Middle)
C/O RADIUS HEALTH, INC., 201
BROADWAY, 6TH FLOOR
(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Radius Health, Inc. [NONE]

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2011

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)
Sr VP, Chief Medical Officer

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)			
			Code	V	Amount	(D)	Price
Common Stock	05/17/2011		A		29,207	A	11 29,207
						D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.5	05/17/2011		A	22,642	<u>(2)</u> 02/15/2016	Common Stock	22,642
Stock Option (Right to Buy)	\$ 0.9	05/17/2011		A	41,547	<u>(4)</u> 07/12/2017	Common Stock	41,547
Stock Option (Right to Buy)	\$ 1.2	05/17/2011		A	70,935	<u>(6)</u> 05/08/2018	Common Stock	70,935
Stock Option (Right to Buy)	\$ 1.2	05/17/2011		A	30,231	<u>(8)</u> 12/03/2018	Common Stock	30,231

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Dea Louis C/O RADIUS HEALTH, INC. 201 BROADWAY, 6TH FLOOR CAMBRIDGE, MA 02139			Sr VP, Chief Medical Officer	

Signatures

/s/ B. Nicholas Harvey,
attorney-in-fact

05/19/2011

**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) Received in exchange for 29,207 shares of common stock of Radius Health, Inc. in connection with the merger of RHI Merger Corp., a wholly-owned subsidiary of the Registrant (f/k/a MPM Acquisition Corp.), with and into Radius Health, Inc. ("Target") pursuant to which

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Target survived and became a wholly-owned subsidiary of Registrant (the "Surviving Corporation"). Following such merger, the Surviving Corporation merged with and into its parent corporation, the Registrant, and subsequently changed its name to "Radius Health, Inc." (the "Merger").

- (2) 25% of the options vested on February 15, 2007. 25% of the options vested in twelve equal quarterly installments with the first quarterly installment vested on May 15, 2007, and the additional quarterly installments vested on the first day of each calendar quarter thereafter, 50% of the options vested on completion of certain milestones.
- (3) Received in exchange for employee stock options to acquire 22,642 shares of Radius common stock for \$0.10 per share in connection with the Merger.
- (4) The options vest in sixteen equal quarterly installments with the first quarterly installment vesting on July 1, 2007, and the additional quarterly installments vesting on the first day of each calendar quarter thereafter.
- (5) Received in exchange for employee stock options to acquire 41,547 shares of Radius common stock for \$0.06 per share in connection with the Merger.
- (6) 17,733 of the options vested on May 8, 2008, and the remaining options vest in twelve equal quarterly installments with the first quarterly installment vesting on October 1, 2008, and the additional quarterly installments vesting on the first day of each calendar quarter thereafter.
- (7) Received in exchange for employee stock options to acquire 70,935 shares of Radius common stock for \$0.08 per share in connection with the Merger.
- (8) The options vest in sixteen equal quarterly installments with the first quarterly installment vesting on January 1, 2009, and the additional quarterly installments vesting on the first day of each calendar quarter thereafter.
- (9) Received in exchange for employee stock options to acquire 30,321 shares of Radius common stock for \$0.08 per share in connection with the Merger.

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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