

PENDERGAST DAVID D PHD
 Form 4
 February 06, 2008

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 *
 PENDERGAST DAVID D PHD

(Last) (First) (Middle)

C/O ALTUS
 PHARMACEUTICALS INC., 640
 MEMORIAL DRIVE

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Altus Pharmaceuticals Inc. [ALTU]

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

02/04/2008

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)
 Executive Chairman

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 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

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (Right to buy)	\$ 5.6	02/04/2008	A		75,000		(1)	02/04/2018	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PENDERGAST DAVID D PHD C/O ALTUS PHARMACEUTICALS INC. 640 MEMORIAL DRIVE CAMBRIDGE, MA 02139	X		Executive Chairman	

Signatures

/s/ Kevin M. Brennan 02/06/2008

**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).
- Option becomes exercisable as it vests. The option shall vest as to 12,500 of the shares on the last day of each calendar month following the option grant date, such that the first 12,500 shares will vest on February 29, 2008, and an additional 12,500 shares will vest on the last day of each calendar month thereafter until such time as all shares have vested. In the event prior to May 3, 2008, (1) the employment agreement entered into by Dr. Pendergast and the issuer is terminated other than (i) for cause, (ii) upon Dr. Pendergast's voluntary resignation, or (iii) by reason of Dr. Pendergast's death or disability, or (2) there is a change in control of the Company, the option shall vest and become immediately exercisable as to an additional number of shares such that 37,500 of the 75,000 shares shall be deemed fully vested and immediately exercisable.

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. >

Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy. VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

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Proxies submitted by the Internet or telephone must be received by 5 p.m., Eastern Time on September 20, 2010.

Vote by Internet INTERNET PROXY Pursuant to Section 212(c) of the Delaware General Corporation Law, stockholders may validly grant proxies over the Internet. Your Internet proxy authorizes the named proxies on the proxy card to vote your shares in the same manner as if you had returned your proxy card.

Log on to the Internet and go to

<http://proxy.georgeson.com>

Follow the steps outlined on the secured website.

Vote by telephone

Call toll free 1-877-456-7915 within the USA,

US territories & Canada any time on a touch tone telephone.

There is **NO CHARGE** to you for the call.

Follow the instructions provided by the recorded message.

Using a **black ink** pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.

X

Annual Meeting Proxy Card

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

A Proposals MasterCard Incorporated's Board of Directors recommends a vote **FOR** each of the proposals listed below.

- | | For | Against | Abstain |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|---------|
| 1. Approval of Adoption of the Company's Amended and Restated Certificate of Incorporation | .. | .. | .. |
| 2. Approval of the Adjournment of the Annual Meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the adoption of the Company's Amended and Restated Certificate of Incorporation | .. | .. | .. |
| 3. Election of directors (Class I) to serve on the Board of Directors: | | | |
| 01 - Nancy J. Karch | .. | .. | .. |
| 02 - José Octavio Reyes Lagunes | .. | .. | .. |
| 03 - Edward Suning Tian | .. | .. | .. |
| 04 - Silvio Barzi | .. | .. | .. |
| <p>.. Mark here to vote .. Mark here to <u>WITHHOLD</u> vote from all nominees .. For All <u>EXCEPT</u> - To withhold authority to vote for any nominee(s), write the name(s) of such nominee(s) below.</p> <p style="text-align: center;"><u>FOR all nominees</u></p> | | | |
-

- | | For | Against | Abstain |
|------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|---------|
| 4. Re-approval of the Company's Senior Executive Annual Incentive Compensation Plan | .. | .. | .. |
| 5. Ratification of the Appointment of PricewaterhouseCoopers LLP as the Independent Registered Public Accounting Firm for the Company for 2010 | .. | .. | .. |

B Non-Voting Items

Change of Address Please print new address below.

Authorized Signatures This section must be completed for your vote to be counted. **Date and Sign Below**

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) Please print date below. Signature 1 Please keep signature within the box. Signature 2 Please keep signature within the box.
/ /

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2010 ANNUAL MEETING OF STOCKHOLDERS

MASTERCARD INCORPORATED

September 21, 2010

10:00 A.M.

YOUR VOTE IS VERY IMPORTANT

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS

FOR THE 2010 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON SEPTEMBER 21, 2010

The Proxy Statement for the 2010 Annual Meeting of the Stockholders for MasterCard Incorporated and the 2009 Annual Report of MasterCard Incorporated are available at [].

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

Proxy MASTERCARD INCORPORATED

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

for the 2010 Annual Meeting of Stockholders on September 21, 2010

At Our Headquarters

2000 Purchase Street

Purchase, New York 10577

The undersigned hereby constitute(s) and appoint(s) Ajay Banga, Robert W. Selander, Martina Hund-Mejean and Noah J. Hanft, and each or any of them, attorneys and proxies of the undersigned, with full power of substitution of each, and with all the powers the undersigned would possess if personally present, to appear and vote all shares of Class A Common Stock of MasterCard Incorporated that the undersigned is entitled to vote at the 2010 Annual Meeting of Stockholders of MasterCard Incorporated to be held on September 21, 2010, and at any adjournment thereof, upon the matters referred to in the Notice of 2010 Annual Meeting of Stockholders and Proxy Statement for said meeting and in their discretion upon such other business as may properly come before the meeting or any adjournment. The undersigned hereby revokes any proxies heretofore given and ratifies and confirms all that each of said attorneys and proxies, or any substitute or substitutes, shall lawfully do or cause to be done by reason thereof, upon the matters referred to in the Notice of 2010 Annual Meeting of Stockholders and Proxy Statement for said meeting.

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This proxy when properly executed will be voted in the manner directed, or if no choice is specified, **FOR** each of the proposals listed on the reverse side. Discretionary authority is hereby conferred as to all other matters that may come before the meeting.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE PROPOSALS.

If you are voting by telephone or the Internet, please do not mail your proxy card.