IRONWOOD PHARMACEUTICALS INC

Form 4 June 18, 2014

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations 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

burden hours per response... 0.5

See Instruction 1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading COOK JOSEPH C JR Issuer Symbol **IRONWOOD** (Check all applicable) PHARMACEUTICALS INC [IRWD] _X__ Director 10% Owner

Officer (give title Other (specify (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

C/O IRONWOOD PHARMACEUTICALS, INC., 301 **BINNEY STREET**

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

06/16/2014

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 02142

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

. •		1 40	16 1 - 14011-1	Derivative	Secui	illes A	quii cu, Disposec	i oi, oi benen	cially 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		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	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock	06/16/2014		<u>S(1)</u>	600	D	\$ 15	69,756	D	
Class A Common Stock	06/18/2014		J(2) V	1,019	A	\$0	70,775	D	
Class A Common Stock	06/18/2014		C(3)	10,000	A (3)	\$ 0	80,775	D	

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Class B Common Stock	06/18/2014	C(3)	10,000 D (3)	\$0	352,163	D	
Class B Common Stock					24,000 (4)	I	By Farview Management Company, L.P. (5)

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

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SEC 1474 (9-02)

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

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

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. onNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Kelationships							
2 5	Director	10% Owner	Officer	Other				
IOCEDII C ID								

COOK JOSEPH C JR C/O IRONWOOD PHARMACEUTICALS, INC. 301 BINNEY STREET CAMBRIDGE, MA 02142

X

Signatures

/s/ Halley E. Gilbert
Attorney-in-Fact
06/18/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- Distributed pro rata to the limited partners of Farview Management Company, L.P. without additional consideration in accordance with the partnership agreement of Farview Management Company, L.P. In order to effect the distribution, shares of Class B Common Stock were converted into shares of Class A Common Stock in accordance with the issuer's certificate of incorporation.
- On June 18, 2014, the reporting person converted 10,000 shares of Class B Common Stock into 10,000 shares of Class A Common Stock.

 (3) Under the issuer's certificate of incorporation, the Class B Common Stock is convertible into Class A Common Stock at any time on a
- one-for-one basis.
- In prior reports, the reporting person reported indirect beneficial ownership of 43,025 shares of Class B Common Stock held by Farview Management Company, L.P. On June 18, 2014, Farview Management Company, L.P. distributed 19,025 shares to its limited partners without additional consideration in accordance with its partnership agreement. In order to effect the distribution, such shares of Class B

Common Stock were converted into shares of Class A Common Stock in accordance with the issuer's certificate of incorporation.

(5) The reporting person is a general partner of Farview Management Company, L.P., the beneficial owner of the securities.

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.