

WHEELER KURT  
Form 4  
September 12, 2005

**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 \*  
EVNIN LUKE

(Last) (First) (Middle)

C/O MPM ASSET  
MANAGEMENT, 111  
HUNTINGTON AVE., 31ST  
FLOOR

(Street)

BOSTON, MA 02199

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TERCICA INC [TRCA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/07/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 09/07/2005                           |  | S                              | (A)<br>or<br>(D)<br>8,400<br>(1)                                  | \$ 12 6,861,268   | I  | See footnote (2)                  |

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)**

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| EVNIN LUKE<br>C/O MPM ASSET MANAGEMENT<br>111 HUNTINGTON AVE., 31ST FLOOR<br>BOSTON, MA 02199           |               | X         |         |       |
| GALAKATOS NICHOLAS<br>C/O MPM ASSET MANAGEMENT<br>111 HUNTINGTON AVE., 31ST FLOOR<br>BOSTON, MA 02199   |               | X         |         |       |
| WHEELER KURT<br>C/O MPM ASSET MANAGEMENT<br>111 HUNTINGTON AVE., 31ST FLOOR<br>BOSTON, MA 02199         |               | X         |         |       |
| STEINMETZ MICHAEL<br>C/O MPM ASSET MANAGEMENT<br>111 HUNTINGTON AVE., 31ST FLOOR<br>BOSTON, MA 02199    |               | X         |         |       |
| GADICKE ANSBERT<br>C/O MPM ASSET MANAGEMENT<br>111 HUNTINGTON AVE., 31ST FLOOR<br>BOSTON, MA 02199      |               | X         |         |       |
| SIMON NICHOLAS J III<br>C/O MPM ASSET MANAGEMENT<br>111 HUNTINGTON AVE., 31ST FLOOR<br>BOSTON, MA 02199 |               | X         |         |       |

## Signatures

|                                    |            |
|------------------------------------|------------|
| /s/ Luke Evnin                     | 09/12/2005 |
| **Signature of<br>Reporting Person | Date       |
| /s/ Nicholas<br>Galakatos          | 09/12/2005 |
| **Signature of<br>Reporting Person | Date       |
| /s/ Kurt Wheeler                   | 09/12/2005 |
| **Signature of<br>Reporting Person | Date       |
| /s/ Michael<br>Steinmetz           | 09/12/2005 |
| **Signature of<br>Reporting Person | Date       |
| /s/ Ansbert<br>Gadicke             | 09/12/2005 |
| **Signature of<br>Reporting Person | Date       |
| /s/ Nicholas<br>Simon III          | 09/12/2005 |
| **Signature of<br>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) The shares were sold as follows: 6,990 by MPM BioVentures III-QP, LP ("BVQP"), 470 by MPM BioVentures III, LP ("BVLV"), 211 by MPM BioVentures III Parallel Fund, LP ("BVPF"), 591 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BVKG") and 138 by MPM Asset Management Investors 2002 BVIII LLC ("BVAM"). MPM BioVentures III GP, LP ("BVG") and MPM BioVentures III LLC ("BVLLC") are the indirect and direct general partners of BVQP, BVLV, BVPF and BVKG. Luke Evnin ("LE"), Ansbert Gadicke ("AG"), Nicholas Galakatos ("NG"), Dennis Henner ("DH"), Nicholas Simon III ("NS"), Michael Steinmetz ("MS") and Kurt Wheeler ("KW") are the members of BVLLC. LE, AG, NG, DH, NS, MS and KW are members of BVAM.

(2) The shares are held as follows: 5,707,936 by BVQP, 383,776 by BVLV, 172,441 by BVPF, 482,343 by BVKG, 112,772 by BVAM and 2,000 by KW. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

### Remarks:

See Form 4 for MPM BioVentures III LLC for additional members of this joint filing.

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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