

ADVANCED MAGNETICS INC

Form 5

November 14, 2006

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported
Form 4
Transactions
Reported**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
ROBERTS EDWARD B

(Last) (First) (Middle)

C/O ADVANCED MAGNETICS,
INC., 125 CAMBRIDGE PARK
DRIVE, 6TH FLOOR

(Street)

CAMBRIDGE, MA 02140

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
ADVANCED MAGNETICS INC
[AMAG]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
09/30/20064. 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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	01/26/2006	Â	J ⁽¹⁾	6,927 D \$ 0	42,207 ⁽²⁾	I ⁽³⁾	By trust.
Common Stock	07/03/2006	Â	J ⁽⁴⁾	5,092 D \$ 0	42,207 ⁽²⁾	I ⁽⁵⁾	By trust.

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 2270
(9-02)

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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. 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. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROBERTS EDWARD B C/O ADVANCED MAGNETICS, INC. 125 CAMBRIDGEPARK DRIVE, 6TH FLOOR CAMBRIDGE, MA 02140	Â X Â Â Â

Signatures

/s/ Joseph L. Farmer,
attorney-in-fact 11/13/2006

__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) Transfer of reported securities, for no consideration, from the Nancy H. Roberts 2004 Qualified Annuity Interest Trust, in which reporting person and his spouse are the sole trustees and share voting and investment power (the "2004 Trust"), to the Nancy H. Roberts 2006 Qualified Annuity Interest Trust, in which reporting person and his spouse are the sole trustees and share voting and investment power (the "2006 Trust").
- (2) Includes 20,276 shares held by the Edward B. Roberts 2006 Qualified Annuity Interest Trust, in which the reporting person and his spouse are sole trustees and share voting and investment power, 9,912 shares held by the 2004 Trust, 6,927 shares held by the 2006 Trust and 5,092 shares held by the Nancy H. Roberts Trust - 2003, in which reporting person and his spouse are the sole trustees and share voting and investment power (the "2003 Trust").
- (3) The reported securities are held by the 2006 Trust.
- (4) Transfer of reported securities, for no consideration, from the 2004 Trust to the 2003 Trust.
- (5) The reported securities are held by the 2003 Trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.