MICROMET, INC. Form 4

May 11, 2006

## FORM 4

# 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

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

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

(Last)

(City)

**GATE** 

1. Name and Address of Reporting Person \* **BENJAMIN JERRY** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

MICROMET, INC. [MITI]

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

C/O ADVENT VENTURE PARTNERS, 25 BUCKINGHAM

(Street)

(State)

(First)

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

05/05/2006

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

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

LONDON, X0 SW1E 6LD

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) (Instr. 8) Owned Ownership or Indirect Following (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Price Amount (D) Common 3,528,875 By Fund J(2)05/05/2006 A (2)  $3,528,875 \stackrel{(3)}{=} I$ Stock (1) (3) (3)

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) (1)	\$ 6.63	05/05/2006		A	35,000	<u>(4)</u>	05/04/2016	Common Stock	35,000
Stock Option (right to buy) (1)	\$ 6.63	05/05/2006		A	5,000	<u>(5)</u>	05/04/2016	Common Stock	5,000

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b></b>	Director	10% Owner	Officer	Other		
BENJAMIN JERRY C/O ADVENT VENTURE PARTNERS 25 BUCKINGHAM GATE LONDON, X0 SW1E 6LD	X	X				

#### **Signatures**

/s/ Alex Driggs, attorney-in-fact

05/09/2006

\*\*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) All shares reported herein are shown after the effects of a 1-for-3 reverse stock split effected by the Issuer on May 5, 2006.
- Received in exchange for 672,519 shares of common stock of Micromet Holdings, Inc., a privately held company, in connection with the merger of Carlsbad Acquisition Corp., a wholly-owned subsidiary of the Issuer, into Micromet Holdings, Inc. (the "Merger"). On the effective date of the Merger, the closing price of the Issuer's common stock was \$2.17 per share.
  - Consists of: (i) 1,785,787 shares held of record by Advent Private Equity Fund III ?A? Limited Partnership; (ii) 874,759 shares held of record by Advent Private Equity Fund III ?B? Limited Partnership; (iii) 244,118 shares held of record by Advent Private Equity Fund III ?C? Limited Partnership; (iv) 480,071 shares held of record by Advent Private Equity Fund III ?D? Limited Partnership; (v) 69,111
- (3) shares held of record by Advent Private Equity Fund III GmbH & Co. KG; (vi) 57,189 shares held of record by Advent Private Equity Fund III Affiliates Limited Partnership; and (vii) 17,840 shares held of record by Advent Management III Limited Partnership. The reporting person is a general partner of each of the foregoing entities. The reporting person disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein.

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- (4) The option vests over three years, in 36 equal monthly installments.
- (5) The option vests over one year, in equal monthly installments.

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.