MICROMET, INC. Form 4 December 21, 2006

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

**OMB APPROVAL** 

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Check this box

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Johann Peter

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last)

(First) (Middle) MICROMET, INC. [MITI] 3. Date of Earliest Transaction

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

(Check all applicable)

C/O NGN CAPITAL LLC, BERGHEIMER STR. 89A

> (Street) 4. If Amendment, Date Original

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

Filed(Month/Day/Year)

(Month/Day/Year)

12/21/2006

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

HEIDELBURG, 2M D-69115

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

### Edgar Filing: MICROMET, INC. - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	ĺ	(D)	Disposed of 3, 4, and 5)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Stock Option (right to buy)	\$ 3.88	12/21/2006		D <u>(1)</u>			35,000	<u>(1)</u>	07/23/2016	Common Stock	35,00
Stock option (right to buy)	\$ 3.88	12/21/2006		P(1)		35,000		<u>(1)</u>	12/20/2016	Common Stock	35,00

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Johann Peter C/O NGN CAPITAL LLC BERGHEIMER STR. 89A HEIDELBURG, 2M D-69115	X						

# **Signatures**

/s/ Darren K. DeStefano, attorney-in-fact

12/21/2006

\*\*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).

The two reported transactions involved the cancellation of an outstanding option granted to the Reporting Person on July 24, 2006, and the grant of a replacement option to NGN Capital, LLC, of whom the Reporting Person is a Managing General Partner, on December 21,

- (1) 2006. The original option was granted with an exercise price of \$3.88 per share, which was equal to the fair market value of the common stock underlying the option at the time of grant. The replacement option has been granted with the same exercise price, which was in excess of the fair market value of the common stock on the date of grant of the replacement option. Each of the original option and the replacement option provides for vesting in 36 equal monthly installments beginning August 24, 2006.
- (2) The Reporting Person is a Managing General Partner of NGN Capital, LLC, which is the record holder of the replacement option. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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.

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