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OSCIENT PHARMACEUTICALS CORP

Form 4 May 20, 2005

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)

05/19/2005

05/19/2005

05/19/2005

Stock

Stock

Stock

Common

Common

1. Name and Address of Reporting Person * COHEN STEPHEN				2. Issuer Name and Ticker or Trading Symbol OSCIENT PHARMACEUTICALS CORP [OSCI]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(Last) (First) (Middle) 1000 WINTER ST.			3. Date of Earliest Transaction (Month/Day/Year) 05/19/2005					Director 10% Owner Other (specify below) SVP and CFO			
(Street)				4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
WALTHAM, MA 02451				Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned	
	1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution (emed on Date, if /Day/Year)	3. Transactio Code (Instr. 8)	4. Securit n(A) or Di (D) (Instr. 3,	spose	d of	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 Indirect Beneficial Ownership (Instr. 4)	
	Common Stock	05/19/2005			P	4,000	A	\$ 1.92	31,389	D		
	Common	05/19/2005			D	4.000	٨	\$	35 380	D		

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

P

P

P

4,000

2,000

1,000

A

35,389

38,389

\$ 1.9 37,389

D

D

D

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amount of	f Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Own
	Security	curity Acquired					Follo			
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Δm	nount	
								or	lount	
						Date			mber	
						Exercisable		of	illoci	
				Code V	(A) (D)			Sha	ares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COHEN STEPHEN 1000 WINTER ST. WALTHAM, MA 02451

SVP and CFO

Signatures

Robert E. Farrell, Jr. Corp Controller Power of Attorney

05/20/2005

**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).

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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