

OSCIENT PHARMACEUTICALS CORP

Form 4

December 28, 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  
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

## OMB APPROVAL

OMB  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EVNIN LUKE

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)  
C/O MPM ASSET  
MANAGEMENT, 200  
CLARENDON, 54TH FLOOR  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/23/2005

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

BOSTON, MA 02116

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|----------------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount         | (A) or (D) Price |                                                                                               |                                                          |                                                       |
| Common Stock                    | 12/23/2005                           |                                                    | S                              |                                                                   | 455,000<br>(1) | D \$ 2.3715      | 2,576,935                                                                                     | I                                                        | See footnote (2)                                      |
| Common Stock                    | 12/27/2005                           |                                                    | S                              |                                                                   | 130,000<br>(3) | D \$ 2.316       | 2,446,935                                                                                     | I                                                        | See footnote (4)                                      |
| Common Stock                    | 12/28/2005                           |                                                    | S                              |                                                                   | 79,200<br>(5)  | D \$ 2.3269      | 2,367,735                                                                                     | I                                                        | See footnote (6)                                      |

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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 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships                    |
|-----------------------------------------------------------------------------------------|----------------------------------|
|                                                                                         | Director 10% Owner Officer Other |
| EVNIN LUKE<br>C/O MPM ASSET MANAGEMENT<br>200 CLARENDON, 54TH FLOOR<br>BOSTON, MA 02116 | X                                |

## Signatures

/s/ Luke Evnin 12/28/2005

\_\_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).

(1) The shares were sold as follows: 398,513 by BB BioVentures L.P. ("BB BV"), 51,255 by MPM BioVentures Parallel Fund, L.P. ("BV PF") and 5,232 by MPM Asset Management Investors 1998 LLC ("AM 1998"). MPM BioVentures I, L.P. ("BV I") and MPM BioVentures I LLC ("BV I LLC") are the direct and indirect general partners of BV PF. BAB BioVentures L.P. ("BAB BV") and BAB BioVentures, N.V. ("BAB NV") are the direct and indirect general partners of BB BV. The Reporting Person is a member of one of the shareholders of BAB NV and a manager of AM 1998 and BV I LLC. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by BB BV, BV PF, and AM 1998.

(2) The shares are held as follows: 2,256,984 by BB BV, 290,317 by BV PF and 29,634 by AM 1998. The Reporting Person disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

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- The shares were sold as follows: 113,861 by BB BV, 14,644 by BV PF and 1,495 by AM 1998. The Reporting Person disclaims
- (3) beneficial ownership of the securities except to the extent of its pecuniary interest therein. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by BB BV, BV PF, and AM 1998.
- (4) The shares are held as follows: 2,143,123 by BB BV, 275,673 by BV PF and 28,139 by AM 1998. The Reporting Person disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- The shares were sold as follows: 69,367 by BB BV, 8,922 by BV PF and 911 by AM 1998. The Reporting Person disclaims beneficial
- (5) ownership of the securities except to the extent of its pecuniary interest therein. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by BB BV, BV PF, and AM 1998.
- (6) The shares are held as follows: 2,073,756 by BB BV, 266,751 by BV PF and 27,228 by AM 1998. The Reporting Person disclaims beneficial ownership of the securities except to the extent of its 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.

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