

INSMED INC  
Form 3  
June 04, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Â Schaeffer Orlov S Nicole  
(Last) (First) (Middle)

9 DEER PARK DRIVE  
(Street)

MONMOUTH JUNCTION,Â NJÂ 08852  
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
06/02/2014

3. Issuer Name and Ticker or Trading Symbol  
INSMED INC [INSM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
SVP, HR & Corp. Svcs.

5. 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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable Date Expiration

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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Stock Option	Â (1)	01/02/2023	Common Stock	85,000	\$ 6.96	D	Â
Stock Option	Â (2)	05/23/2023	Common Stock	40,000	\$ 12.44	D	Â
Stock Option	Â (3)	05/23/2023	Common Stock	25,000	\$ 12.44	D	Â
Stock Option	Â (2)	01/10/2024	Common Stock	27,500	\$ 20.49	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schaeffer Orlov S Nicole 9 DEER PARK DRIVE MONMOUTH JUNCTION, NJ 08852	Â	Â	Â SVP, HR & Corp. Svcs.	Â

## Signatures

/s/ S. Nicole Schaeffer, by Christine Pellizzari as  
Attorney-in-fact

06/04/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) Stock options granted under the Company's 2000 Stock Incentive Plan. The options become exercisable based on the following vesting schedule: twenty five percent (25%) on the first anniversary of the grant date and an additional twelve and one half percent (12.5%) vest on the sixth month anniversary of the first anniversary date and each sixth month anniversary date thereafter through the fourth anniversary of the date of grant.

(2) Stock options granted under the Company's 2013 Incentive Plan. The options become exercisable based on the following vesting schedule: twenty five percent (25%) on the first anniversary of the grant date and an additional twelve and one half percent (12.5%) vest on the sixth month anniversary of the first anniversary date and each sixth month anniversary date thereafter through the fourth anniversary of the date of grant.

(3) These options shall become exercisable in two equal installments upon the achievement of certain performance criteria.

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.