

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

ATHEROGENICS INC  
Form SC 13G/A  
October 11, 2005

-----  
OMB APPROVAL  
-----  
OMB Number: 3235-0145  
Expires: December 31, 2005  
Estimated average burden  
hours per response.....11  
-----

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2 )\*

AtheroGenics, Inc.

-----  
(Name of Issuer)

Common Stock, no par value

-----  
(Title of Class of Securities)

047439104

-----  
(CUSIP Number)

September 30, 2005

-----  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

Page 1 of 28 Pages  
Exhibit Index Found on Page 27

13G

=====  
CUSIP No. 047439104  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Partners, L.P.

-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

2 \*\* The reporting persons making this filing hold an aggregate of 3,400,000 Shares, which is 9.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
California

-----  
NUMBER OF 5 SOLE VOTING POWER  
-0-

-----  
SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 935,200

-----  
EACH 7 SOLE DISPOSITIVE POWER  
-0-

-----  
REPORTING 8 SHARED DISPOSITIVE POWER  
PERSON WITH 935,200

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
935,200

-----  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

11

2.5%

12

TYPE OF REPORTING PERSON (See Instructions)  
PN

Page 2 of 28 Pages

13G

=====  
CUSIP No. 047439104  
=====

1

=====

NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners, L.P.

2

=====

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 3,400,000 Shares, which is 9.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

4

=====

CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF

5

SOLE VOTING POWER

-0-

SHARES  
BENEFICIALLY  
OWNED BY

6

SHARED VOTING POWER

732,300

EACH

7

SOLE DISPOSITIVE POWER

-0-

REPORTING  
PERSON WITH

8

SHARED DISPOSITIVE POWER

732,300

=====

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

9

732,300

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.9%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

Page 3 of 28 Pages

13G

=====  
CUSIP No. 047439104  
=====

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Institutional Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 3,400,000 Shares, which is 9.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF 5 SOLE VOTING POWER  
-0-

SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 79,000

SOLE DISPOSITIVE POWER

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

EACH	7	-0-
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER 79,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 79,000	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.2%	
12	TYPE OF REPORTING PERSON (See Instructions) PN	

Page 4 of 28 Pages

13G

=====  
CUSIP No. 047439104  
=====

=====  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Farallon Capital Institutional Partners III, L.P.

=====  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 3,400,000 Shares, which is 9.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

=====  
3 SEC USE ONLY

=====  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

SOLE VOTING POWER

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

NUMBER OF	5	-0-
=====		
SHARES		SHARED VOTING POWER
BENEFICIALLY	6	79,400
OWNED BY		
=====		
		SOLE DISPOSITIVE POWER
EACH	7	-0-
=====		
REPORTING		SHARED DISPOSITIVE POWER
PERSON WITH	8	79,400
=====		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	79,400	
=====		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]	
=====		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.2%	
=====		
12	TYPE OF REPORTING PERSON (See Instructions)	
	PN	
=====		

13G

=====  
CUSIP No. 047439104  
=====

=====	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
	Tinicum Partners, L.P.
=====	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
	(a) [ ]
	(b) [ X ]**
	** The reporting persons making this filing hold an aggregate of 3,400,000 Shares, which is 9.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.
=====	

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 NUMBER OF SOLE VOTING POWER  
37,500 -0-

6 SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER  
37,500

7 EACH SOLE DISPOSITIVE POWER  
-0-

8 REPORTING PERSON WITH SHARED DISPOSITIVE POWER  
37,500

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,500

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

13G

=====  
CUSIP No. 047439104  
=====

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Offshore Investors II, L.P. [See Preliminary Note]

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

(b) [ X ]\*\*

2

\*\* The reporting persons making this filing hold an aggregate of 3,400,000 Shares, which is 9.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

NUMBER OF 5 SOLE VOTING POWER  
-0-

SHARES BENEFICIALLY OWNED BY 6 SHARED VOTING POWER  
512,149

EACH 7 SOLE DISPOSITIVE POWER  
-0-

REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER  
512,149

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

512,149

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.4%

TYPE OF REPORTING PERSON (See Instructions)

12

PN



Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

=====

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Farallon Capital Management, L.L.C. [See Preliminary Note]

=====

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]  
(b) [ X ]\*\*

2

\*\* The reporting persons making this filing hold an aggregate of 3,400,000 Shares, which is 9.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

=====

3 SEC USE ONLY

=====

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

=====

NUMBER OF	5	SOLE VOTING POWER
		-0-
SHARES BENEFICIALLY OWNED BY EACH	6	SHARED VOTING POWER
		1,024,451
	7	SOLE DISPOSITIVE POWER
		-0-
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER
		1,024,451

=====

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,024,451

=====

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

=====

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.7%

=====

12 TYPE OF REPORTING PERSON (See Instructions)

IA, OO

=====

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

13G

=====  
CUSIP No. 047439104  
=====

-----  
 NAMES OF REPORTING PERSONS  
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
 Farallon Partners, L.L.C.  
 -----

-----  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*  
 2  
  
 \*\* The reporting persons making this filing hold an aggregate of 3,400,000 Shares, which is 9.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.  
 -----

-----  
 3 SEC USE ONLY  
 -----

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 4  
 Delaware  
 -----

		SOLE VOTING POWER
NUMBER OF	5	-0-
		-----
		SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY	6	2,375,549
		-----
		SOLE DISPOSITIVE POWER
EACH	7	-0-
		-----
		SHARED DISPOSITIVE POWER
REPORTING PERSON WITH	8	2,375,549

-----  
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 9  
 2,375,549  
 -----

-----  
 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]  
 10  
 -----

-----  
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 11  
 6.3%  
 -----

-----  
 TYPE OF REPORTING PERSON (See Instructions)  
 12  
 OO  
 -----

13G

=====  
 CUSIP No. 047439104  
 =====

-----  
 NAMES OF REPORTING PERSONS  
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Chun R. Ding

-----  
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2

\*\* The reporting persons making this filing hold an aggregate of 3,400,000 Shares, which is 9.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

-----  
 3 SEC USE ONLY

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

-----  
 NUMBER OF 5 SOLE VOTING POWER  
 -0-

-----  
 SHARES 6 SHARED VOTING POWER  
 BENEFICIALLY OWNED BY 3,400,000

-----  
 EACH 7 SOLE DISPOSITIVE POWER  
 -0-

-----  
 REPORTING 8 SHARED DISPOSITIVE POWER  
 PERSON WITH 3,400,000

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,400,000

-----  
 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
 CERTAIN SHARES (See Instructions) [ ]

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
11 9.0%  
-----  
TYPE OF REPORTING PERSON (See Instructions)  
12 IN  
-----

Page 10 of 28 Pages

13G

=====  
CUSIP No. 047439104  
=====

-----  
NAMES OF REPORTING PERSONS  
1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Joseph F. Downes [See Preliminary Note]  
-----

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*  
2

\*\* The reporting persons making this filing hold an aggregate of 3,400,000 Shares, which is 9.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

-----  
CITIZENSHIP OR PLACE OF ORGANIZATION  
4 United States  
-----

NUMBER OF 5 SOLE VOTING POWER  
-0-

-----  
SHARES BENEFICIALLY OWNED BY 6 SHARED VOTING POWER  
-0-

-----  
EACH 7 SOLE DISPOSITIVE POWER  
-0-

-----  
REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER  
-0-

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

```

=====
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
      -0-
=====
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
      CERTAIN SHARES (See Instructions)           [   ]
=====
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
      0.0%
=====
12     TYPE OF REPORTING PERSON (See Instructions)
      IN
=====

```

Page 11 of 28 Pages

13G

```

=====
CUSIP No. 047439104
=====

```

```

=====
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      William F. Duhamel
=====
2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
      (a) [   ]
      (b) [ X ]**

      **      The reporting persons making this filing hold an
              aggregate of 3,400,000 Shares, which is 9.0% of the
              class of securities. The reporting person on this
              cover page, however, is a beneficial owner only of
              the securities reported by it on this cover page.
=====
3      SEC USE ONLY
=====
4      CITIZENSHIP OR PLACE OF ORGANIZATION
      United States
=====
5      NUMBER OF SOLE VOTING POWER
      5      -0-
=====
6      SHARES SHARED VOTING POWER
      BENEFICIALLY OWNED BY      6      3,400,000

```

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

-----  
SOLE DISPOSITIVE POWER  
EACH 7 -0-  
-----  
SHARED DISPOSITIVE POWER  
REPORTING PERSON WITH 8 3,400,000  
-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
9 3,400,000  
-----  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
10 CERTAIN SHARES (See Instructions) [ ]  
-----  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
11 9.0%  
-----  
TYPE OF REPORTING PERSON (See Instructions)  
12 IN  
-----

Page 12 of 28 Pages

13G

=====  
CUSIP No. 047439104  
=====

-----  
NAMES OF REPORTING PERSONS  
1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Charles E. Ellwein  
-----  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
2 (a) [ ]  
(b) [ X ]\*\*  
  
\*\* The reporting persons making this filing hold an aggregate of 3,400,000 Shares, which is 9.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.  
-----  
3 SEC USE ONLY  
-----  
CITIZENSHIP OR PLACE OF ORGANIZATION  
4 United States

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

		SOLE VOTING POWER
NUMBER OF	5	-0-
		SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY	6	3,400,000
		SOLE DISPOSITIVE POWER
EACH	7	-0-
		SHARED DISPOSITIVE POWER
REPORTING PERSON WITH	8	3,400,000
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	3,400,000	
10		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]
11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	9.0%	
12		TYPE OF REPORTING PERSON (See Instructions)
	IN	

13G

=====  
CUSIP No. 047439104  
=====

1		NAMES OF REPORTING PERSONS
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
		Richard B. Fried

2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
		(a) [ ]
		(b) [ X ]**

\*\* The reporting persons making this filing hold an aggregate of 3,400,000 Shares, which is 9.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

the securities reported by it on this cover page.

3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	United States
	NUMBER OF	5
		SOLE VOTING POWER
		-0-
	SHARES BENEFICIALLY OWNED BY	6
		SHARED VOTING POWER
		3,400,000
	EACH	7
		SOLE DISPOSITIVE POWER
		-0-
	REPORTING PERSON WITH	8
		SHARED DISPOSITIVE POWER
		3,400,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,400,000
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	[ ]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	9.0%
12	TYPE OF REPORTING PERSON (See Instructions)	IN

Page 14 of 28 Pages

13G

=====  
CUSIP No. 047439104  
=====

1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Monica R. Landry	



Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [ ]

(b) [ X ]\*\*

2

\*\* The reporting persons making this filing hold an aggregate of 3,400,000 Shares, which is 9.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5 SOLE VOTING POWER  
-0-

SHARES BENEFICIALLY OWNED BY 6 SHARED VOTING POWER  
3,400,000

EACH 7 SOLE DISPOSITIVE POWER  
-0-

REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER  
3,400,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,400,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
9.0%

12 TYPE OF REPORTING PERSON (See Instructions)  
IN

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

```

=====
-----
1      NAMES OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

      William F. Mellin
-----
2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
                                           (a) [   ]
                                           (b) [ X ]**

      **      The reporting persons making this filing hold an
              aggregate of 3,400,000 Shares, which is 9.0% of the
              class of securities. The reporting person on this
              cover page, however, is a beneficial owner only of
              the securities reported by it on this cover page.
-----
3      SEC USE ONLY
-----
4      CITIZENSHIP OR PLACE OF ORGANIZATION

      United States
-----
5      NUMBER OF SOLE VOTING POWER
      5          -0-
-----
6      SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
      6          SHARED VOTING POWER
      6          3,400,000
-----
7          SOLE DISPOSITIVE POWER
      7          -0-
-----
8          SHARED DISPOSITIVE POWER
      8          3,400,000
-----
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

      3,400,000
-----
10     CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
        CERTAIN SHARES (See Instructions) [   ]
-----
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

      9.0%
-----
12     TYPE OF REPORTING PERSON (See Instructions)

      IN
-----

```

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

13G

=====  
 CUSIP No. 047439104  
 =====

-----  
 NAMES OF REPORTING PERSONS  
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
 Stephen L. Millham  
 -----

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
 (a) [ ]  
 (b) [ X ]\*\*  
 2

\*\* The reporting persons making this filing hold an aggregate of 3,400,000 Shares, which is 9.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

-----  
 CITIZENSHIP OR PLACE OF ORGANIZATION  
 4 United States  
 -----

NUMBER OF	5	SOLE VOTING POWER
		-0-

SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
		3,400,000

EACH	7	SOLE DISPOSITIVE POWER
		-0-

REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER
		3,400,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 3,400,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 9.0%

-----  
 TYPE OF REPORTING PERSON (See Instructions)

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

12

IN

Page 17 of 28 Pages

13G

CUSIP No. 047439104

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Rajiv A. Patel

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) [ ]

(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 3,400,000 Shares, which is 9.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF

5

-0-

SHARES BENEFICIALLY OWNED BY

6

SHARED VOTING POWER

3,400,000

EACH

7

SOLE DISPOSITIVE POWER

-0-

REPORTING PERSON WITH

8

SHARED DISPOSITIVE POWER

3,400,000

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,400,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

10 CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
9.0%

12 TYPE OF REPORTING PERSON (See Instructions)  
IN

Page 18 of 28 Pages

13G

=====  
CUSIP No. 047439104  
=====

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Derek C. Schrier  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 3,400,000 Shares, which is 9.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON  
SOLE VOTING POWER  
-0-

6 SHARED VOTING POWER  
3,400,000

7 SOLE DISPOSITIVE POWER  
-0-

8 SHARED DISPOSITIVE POWER

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

PERSON WITH 8  
3,400,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,400,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
9.0%

12 TYPE OF REPORTING PERSON (See Instructions)  
IN

Page 19 of 28 Pages

13G

=====  
CUSIP No. 047439104  
=====

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Thomas F. Steyer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) [ ]  
(b) [ X ]\*\*

\*\* The reporting persons making this filing hold an aggregate of 3,400,000 Shares, which is 9.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF 5  
SOLE VOTING POWER

-0-

SHARES SHARED VOTING POWER

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

BENEFICIALLY OWNED BY	6	3,400,000
-----		
EACH	7	SOLE DISPOSITIVE POWER
		-0-
-----		
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER
		3,400,000
-----		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,400,000	
-----		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]	
-----		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	9.0%	
-----		
12	TYPE OF REPORTING PERSON (See Instructions)	
	IN	
-----		

Page 20 of 28 Pages

13G

=====  
CUSIP No. 047439104  
=====

-----

1	NAMES OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Mark C. Wehrly	

-----

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	
	(a)	[ ]
	(b)	[ X ]**

\*\* The reporting persons making this filing hold an aggregate of 3,400,000 Shares, which is 9.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

-----

3	SEC USE ONLY
---	--------------

-----

CITIZENSHIP OR PLACE OF ORGANIZATION

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

4

United States

		SOLE VOTING POWER
NUMBER OF	5	-0-
		SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY	6	3,400,000
		SOLE DISPOSITIVE POWER
EACH	7	-0-
		SHARED DISPOSITIVE POWER
REPORTING PERSON WITH	8	3,400,000
		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9		3,400,000
		CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
10		[ ]
		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11		9.0%
		TYPE OF REPORTING PERSON (See Instructions)
12		IN

Page 21 of 28 Pages

This Amendment No. 2 to Schedule 13G amends the Schedule 13G initially filed on July 30, 2004 (collectively, with all amendments thereto, the "Schedule 13G").

Preliminary Note: Joseph F. Downes resigned as a managing member of the Management Company and the Farallon General Partner effective September 30, 2005. This amendment to the Schedule 13G reports that Mr. Downes is no longer the deemed beneficial owner of any of the Shares reported herein. The aggregate number of Shares held by the Reporting Persons has not changed as a result of Mr. Downes' resignation.

Separately, on September 30, 2005, the Managed Account agreed to transfer 512,149 Shares to Farallon Capital Offshore Investors II, L.P., an affiliated entity. This transfer was effected as a distribution in-kind in redemption of Farallon Capital Offshore Investors II, L.P.'s interest in the Managed Account. The aggregate number of Shares held by the Reporting Persons has not changed as a result of this transfer.



Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

Item 1. Issuer  
-----

(a) Name of Issuer:  
-----

AtheroGenics, Inc. (the "Company")

(b) Address of Issuer's Principal Executive Offices:  
-----

8995 Westside Parkway, Alpharetta, Georgia 30004

Item 2. Identity And Background  
-----

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))  
-----

This statement relates to shares of Common Stock, no par value (the "Shares"), of the Company. The CUSIP number of the Shares is 047439104.

Page 22 of 28 Pages

Name Of Persons Filing, Address Of Principal Business Office And  
-----  
Citizenship (Item 2(a), (b) and (c))  
-----

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Farallon Funds  
-----

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it;
- (v) Tincum Partners, L.P., a New York limited partnership ("Tincum"), with respect to the Shares held by it; and

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

- (vi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III, Tinicum and FCOI II are together referred to herein as the "Farallon Funds."

The Management Company  
-----

- (vii) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by a certain account managed by the Management Company (the "Managed Account").

The Farallon General Partner  
-----

- (viii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Farallon Funds (the "Farallon General Partner"), with respect to the Shares held by each of the Farallon Funds.

The Farallon Managing Members  
-----

- (ix) The following persons who are (or, solely with respect to Joseph F. Downes, were) managing members of both the Farallon General Partner and the Management Company, with respect to the Shares held by the Farallon

Page 23 of 28 Pages

Funds and the Managed Account: Chun R. Ding ("Ding"), Joseph F. Downes ("Downes"), William F. Duhamel ("Duhamel"), Charles E. Ellwein ("Ellwein"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer") and Mark C. Wehrly ("Wehrly").

Ding, Downes, Duhamel, Ellwein, Fried, Landry, Mellin, Millham, Patel, Schrier, Steyer and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons."

The citizenship of each of the Farallon Funds, the Farallon General Partner and the Management Company is set forth above. Each of the Farallon Individual Reporting Persons is a citizen of the United States. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111.

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or  
-----  
240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity Specified In  
-----  
(a) - (j):  
-----

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This  
-----  
Box. [X]  
-----

Item 4. Ownership  
-----

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Farallon Funds are owned directly by the Farallon Funds and those reported by the Management Company on behalf of the Managed Account are owned directly by the Managed Account. The Farallon General Partner, as general partner to the Farallon Funds, may be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds. The Management Company, as investment adviser to the Managed Account, may be deemed to be the beneficial owner of all such Shares owned by the Managed Account. The Farallon Individual Reporting Persons other than Downes, as managing members of both the Farallon General Partner and the Management Company, may each be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds and the Managed Account. Each of the Management Company, the Farallon General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Page 24 of 28 Pages

Item 5. Ownership Of Five Percent Or Less Of A Class  
-----

As of September 30, 2005, Downes may no longer be deemed to be the beneficial owner of any Shares.

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person  
-----

Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired  
-----  
The Security Being Reported On By The Parent Holding Company  
-----

Not Applicable.

Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

Item 8. Identification And Classification Of Members Of The Group  
-----

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice Of Dissolution Of Group  
-----

Not Applicable.

Item 10. Certification  
-----

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 25 of 28 Pages

SIGNATURES  
-----

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: October 7, 2005

/s/ Monica R. Landry  
-----

FARALLON PARTNERS, L.L.C.,  
On its own behalf and  
as the General Partner of  
FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
TINICUM PARTNERS, L.P.,  
and FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.  
By Monica R. Landry,  
Managing Member

/s/ Monica R. Landry  
-----

FARALLON CAPITAL MANAGEMENT, L.L.C.  
By Monica R. Landry,  
Managing Member



Edgar Filing: ATHEROGENICS INC - Form SC 13G/A

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: October 7, 2005

/s/ Monica R. Landry  
-----

FARALLON PARTNERS, L.L.C.,  
On its own behalf and  
as the General Partner  
of FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
TINICUM PARTNERS, L.P.,  
and FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.  
By Monica R. Landry,  
Managing Member

/s/ Monica R. Landry  
-----

FARALLON CAPITAL MANAGEMENT, L.L.C.  
By Monica R. Landry,  
Managing Member

/s/ Monica R. Landry  
-----

Monica R. Landry, individually and as attorney-in-fact for  
each of Chun R. Ding, Joseph F. Downes,  
William F. Duhamel, Charles E. Ellwein, Richard B. Fried,  
William F. Mellin, Stephen L. Millham, Rajiv A. Patel,  
Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly.