

ADVANCED MAGNETICS INC

Form 4

March 17, 2006

**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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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GREAT POINT PARTNERS LLC

2. Issuer Name **and** Ticker or Trading  
Symbol  
ADVANCED MAGNETICS INC  
[AMV]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
165 MASON STREET, 3RD  
FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/15/2006

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)  
GREENWICH, CT 06830

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ 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	03/16/2006		S		1,440	D	\$ 30.39	581,290	I	By Biomedical Value Fund, L.P. <sup>(1)</sup>
Common Stock	03/16/2006		S		960	D	\$ 30.47	580,330	I	By Biomedical Value Fund, L.P. <sup>(1)</sup>
Common Stock	03/16/2006		S		480	D	\$ 30.49	579,850	I	By Biomedical Value Fund.

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								L.P. <sup>(1)</sup>
Common Stock	03/16/2006	S	1,920	D	\$ 30.6	577,930	I	By Biomedical Value Fund, L.P. <sup>(1)</sup>
Common Stock	03/16/2006	S	960	D	\$ 30.7	576,970	I	By Biomedical Value Fund, L.P. <sup>(1)</sup>
Common Stock	03/16/2006	S	480	D	\$ 30.52	576,490	I	By Biomedical Value Fund, L.P. <sup>(1)</sup>
Common Stock	03/16/2006	S	480	D	\$ 30.5	576,010	I	By Biomedical Value Fund, L.P. <sup>(1)</sup>
Common Stock	03/16/2006	S	480	D	\$ 30.55	573,530	I	By Biomedical Value Fund, L.P. <sup>(1)</sup>
Common Stock	03/16/2006	S	1,440	D	\$ 30.65	574,090	I	By Biomedical Value Fund, L.P. <sup>(1)</sup>
Common Stock	03/16/2006	S	480	D	\$ 30.75	573,610	I	By Biomedical Value Fund, L.P. <sup>(1)</sup>
Common Stock	03/16/2006	S	480	D	\$ 30.8	573,130	I	By Biomedical Value Fund, L.P. <sup>(1)</sup>
Common Stock	03/16/2006	S	960	D	\$ 30.85	572,170	I	By Biomedical Value Fund, L.P. <sup>(1)</sup>
Common Stock	03/16/2006	S	960	D	\$ 30.95	571,210	I	By Biomedical Value Fund, L.P. <sup>(1)</sup>
Common Stock	03/16/2006	S	1,488	D	\$ 31	569,722	I	By Biomedical Value Fund, L.P. <sup>(1)</sup>

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Common Stock	03/15/2006	S	2,028	D	\$ 29.4	678,332	I	By Biomedical Offshore Value Fund, L.P. <sup>(2)</sup>
Common Stock	03/15/2006	S	4,524	D	\$ 29.35	673,808	I	By Biomedical Offshore Value Fund, L.P. <sup>(2)</sup>
Common Stock	03/15/2006	S	104	D	\$ 29.37	673,704	I	By Biomedical Offshore Value Fund, L.P. <sup>(2)</sup>
Common Stock	03/15/2006	S	728	D	\$ 29.45	672,976	I	By Biomedical Offshore Value Fund, L.P. <sup>(2)</sup>
Common Stock	03/15/2006	S	104	D	\$ 29.36	672,872	I	By Biomedical Offshore Value Fund, L.P. <sup>(2)</sup>
Common Stock	03/15/2006	S	312	D	\$ 29.33	672,560	I	By Biomedical Offshore Value Fund, L.P. <sup>(2)</sup>
Common Stock	03/15/2006	S	520	D	\$ 29.3	672,040	I	By Biomedical Offshore Value Fund, L.P. <sup>(2)</sup>
Common Stock	03/15/2006	S	780	D	\$ 29.41	671,260	I	By Biomedical Offshore Value Fund, L.P. <sup>(2)</sup>
Common Stock	03/15/2006	S	624	D	\$ 29.48	670,636	I	By Biomedical Offshore Value Fund, L.P. <sup>(2)</sup>
	03/15/2006	S	676	D		669,960	I	

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Common Stock					\$ 29.49				By Biomedical Offshore Value Fund, L.P. <sup>(2)</sup>
Common Stock	03/15/2006	S	520	D	\$ 29.6	669,440	I		By Biomedical Offshore Value Fund, L.P. <sup>(2)</sup>
Common Stock	03/15/2006	S	2,080	D	\$ 29.5	667,360	I		By Biomedical Offshore Value Fund, L.P. <sup>(2)</sup>
Common Stock	03/16/2006	S	520	D	\$ 29.76	666,840	I		By Biomedical Offshore Value Fund, L.P. <sup>(2)</sup>
Common Stock	03/16/2006	S	520	D	\$ 29.8	666,320	I		By Biomedical Offshore Value Fund, L.P. <sup>(2)</sup>
Common Stock	03/16/2006	S	1,040	D	\$ 29.9	665,280	I		By Biomedical Offshore Value Fund, L.P. <sup>(2)</sup>
Common Stock	03/16/2006	S	520	D	\$ 29.95	664,760	I		By Biomedical Offshore Value Fund, L.P. <sup>(2)</sup>

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREAT POINT PARTNERS LLC 165 MASON STREET 3RD FLOOR GREENWICH, CT 06830		X		
JAY JEFFREY R GREAT POINT PARTNERS, LLC 2 PICKWICK PLAZA, SUITE 450 GREENWICH, CT 06830		X		

## Signatures

GREAT POINT PARTNERS, LLC By: /s/ Jeffrey R. Jay, M.D., as senior managing member	03/17/2006
<u>                                </u> **Signature of Reporting Person	Date
/s/ Jeffrey R. Jay, M.D.	03/17/2006
<u>                                </u> **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) Great Point Partners, LLC ("Great Point") is the investment manager of Biomedical Value Fund, L.P. ("BMVF") and by virtue of such status may be deemed to be the beneficial owner of the shares held by BMVF. Dr. Jeffrey R. Jay, M.D., as senior managing member of Great Point ("Dr. Jay"), has voting and investment power with respect to the shares held by BMVF and may be deemed to be the beneficial owner of the shares held by BMVF. Great Point and Dr. Jay disclaim beneficial ownership of the shares held by BMVF, except to the extent of any pecuniary interest, and this report shall not be deemed to be an admission that they are the beneficial owners of such securities.
- (2) Great Point is the investment manager of Biomedical Offshore Value Fund, Ltd. ("BOVF") and by virtue of such status may be deemed to be the beneficial owner of the shares held by BOVF. Dr. Jay, as senior managing member of Great Point, has voting and investment power with respect to the shares held by BOVF and may be deemed to be the beneficial owner of the shares held by BOVF. Great Point and Dr. Jay disclaim beneficial ownership of the shares held by BOVF, except to the extent of any pecuniary interest, and this report shall not be deemed to be an admission that they are the beneficial owners of such securities.

**Remarks:**

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Due to the maximum number of entries permitted within an edgarized Form 4, this is Part 2 of 3 submissions constituting one Form 4.

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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