| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APP | ROVAL |
|---------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average b | ourden |

| Estimated average burden | |
|--------------------------|-----|
| hours per response: | 0.5 |

| 1. Name and Address of Reporting Person [*] Bowden Christopher | | | 2. Issuer Name and Ticker or Trading Symbol <u>AGIOS PHARMACEUTICALS INC</u> [AGIO] | | tionship of Reporting Person(s) to Issuer : all applicable) Director 10% Owner Officer (give title Other (specify below) below) | | |
|--|---------------|----------------|---|------------------------|---|---------------|--|
| | | (<i>,</i> | 3. Date of Earliest Transaction (Month/Day/Year) 09/11/2017 | | Chief Medical (| Officer | |
| (Street) CAMBRIDGE (City) | MA (State) | 02139 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filing Form filed by One Repo Form filed by More than Person | orting Person | |

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) | Code (| Transaction Disposed Of (D) (Instr. 3, Code (Instr. 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| Common stock | 09/11/2017 | | M ⁽¹⁾ | | 6,000 | Α | \$35.16 | 6,88 1 ⁽²⁾ | D | |
| Common stock | 09/11/2017 | | S ⁽³⁾ | | 6,000 | D | \$ <mark>65</mark> | 881 | D | |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | ate | nd 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---|---|--|---|------------------------------|---|---|-------|---------------------|---|-----------------|---|--|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock option (right to buy) | \$35.16 | 09/11/2017 | | M ⁽¹⁾ | | | 6,000 | (4) | 05/30/2024 | Common stock | 6,000 | \$0.00 | 109,000 | D | |

Explanation of Responses:

1. This exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

2. Includes 881 shares purchased through the Company's employee stock purchase plan.

3. This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

4. This option was granted on May 31, 2014. The shares underlying this option vest as to 25% of the underlying shares on May 13, 2015, with the remaining 75% vesting in 36 equal monthly installments thereafter.

Remarks:

/s/ Andrew Hirsch, as Attorney-in-fact for Christopher Bowden

09/13/2017

** Signature of Reporting Person Date

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

* 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.

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 Number.