

OMB APPROVAL	
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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**

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

<b>1. Name and Address of Reporting Person *</b> Goddard Glenn <hr/> (Last) (First) (Middle) C/O AGIOS PHARMACEUTICALS, INC., 38 SIDNEY STREET, 2ND FLOOR <hr/> (Street) CAMBRIDGE MA 02139 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> AGIOS PHARMACEUTICALS INC [AGIO]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Senior Vice President, Finance
	<b>3. Date of Earliest Transaction</b> (Month/Day/Year) 05/01/2014	
	<b>4. If Amendment, Date of Original Filed</b> (Month/Day/Year)	

**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	05/01/2014		M <sup>(1)</sup>		947	A	\$ 0.4675	947	D	
Common stock	05/01/2014		M <sup>(1)</sup>		227	A	\$ 0.6875	1,174	D	
Common stock	05/01/2014		M <sup>(1)</sup>		826	A	\$ 2.34	2,000	D	
Common stock	05/01/2014		S <sup>(2)</sup>		2,000	D	\$ 42.39 <sup>(3)</sup>	0	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (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 of Derivative Security: 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)	\$ 0.4675	05/01/2014		D			947	(4)	08/11/2020	Common stock	947	\$ 0	144,051	D	
Stock option (right to buy)	\$ 0.6875	05/01/2014		D			227	(5)	09/14/2021	Common stock	227	\$ 0	143,824	D	
Stock option (right to buy)	\$ 2.34	05/01/2014		D			826	(6)	04/05/2022	Common stock	826	\$ 0	142,998	D	

**Explanation of Responses:**

- This exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$41.89 to \$43.97. The reporting person undertakes, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- This option was granted on August 12, 2010. The shares underlying this option vest as to 25% of the underlying shares on July 1, 2011, with the remaining 75% vesting in 36 equal monthly installments thereafter.
- This option was granted on September 15, 2011. The shares underlying this option vest as to 25% of the underlying shares on September 15, 2012, with the remaining 75% vesting in 36 equal monthly installments thereafter.
- This option was granted on April 6, 2012 for the purchase of 29,090 shares of common stock. The option vests as to 25% of the underlying shares upon the achievement of a performance milestone, as to an additional 50% upon the achievement of a second performance milestone, and as to the remaining 25% on the first anniversary of the first date that both performance milestones were achieved. The performance criteria for the first performance milestone were met on March 18, 2013. The performance criteria for the second performance milestone were met on April 4, 2014, resulting in the vesting of the option as to 14,545 shares, and the remaining 7,273 shares will vest on April 4, 2015.

/s/ Glenn Goddard

05/05/2014

\*\* 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.**