

ADVANCED MAGNETICS INC

Form 4

March 02, 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

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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
[AVM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2 PICKWICK PLAZA, STE 450

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2006

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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

GREENWICH, CT 06830

(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	02/27/2006		S		204	D	\$ 25.41	707,920	I	By Biomedical Offshore Value Fund, Ltd. ⁽¹⁾
Common Stock	02/28/2006		S		1,300	D	\$ 25.15	706,620	I	By Biomedical Offshore Value Fund, Ltd. ⁽¹⁾
Common Stock	02/28/2006		S		260	D	\$ 25.12	706,360	I	By Biomedical

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								Offshore Value Fund, Ltd. ⁽¹⁾
Common Stock	02/28/2006	S	52	D	\$ 25.13	706,308	I	By Biomedical Offshore Value Fund, Ltd. ⁽¹⁾
Common Stock	02/28/2006	S	364	D	\$ 25.1	705,944	I	By Biomedical Offshore Value Fund, Ltd. ⁽¹⁾
Common Stock	02/28/2006	S	208	D	\$ 25.35	705,736	I	By Biomedical Offshore Value Fund, Ltd. ⁽¹⁾
Common Stock	02/28/2006	S	104	D	\$ 25.26	705,632	I	By Biomedical Offshore Value Fund, Ltd. ⁽¹⁾
Common Stock	02/28/2006	S	1,300	D	\$ 25.25	704,332	I	By Biomedical Offshore Value Fund, Ltd. ⁽¹⁾
Common Stock	02/28/2006	S	312	D	\$ 25.3	704,020	I	By Biomedical Offshore Value Fund, Ltd. ⁽¹⁾
Common Stock	02/28/2006	S	520	D	\$ 25.29	703,500	I	By Biomedical Offshore Value Fund, Ltd. ⁽¹⁾
Common Stock	02/28/2006	S	260	D	\$ 25.28	703,240	I	By Biomedical Offshore Value Fund, Ltd. ⁽¹⁾
Common Stock	02/28/2006	S	52	D	\$ 25.06	703,188	I	By Biomedical Offshore

Common Stock	02/28/2006	S	468	D	\$ 25.05	702,720	I	Value Fund, Ltd. ⁽¹⁾
								By Biomedical Offshore Value Fund, Ltd. ⁽¹⁾
Common Stock	02/28/2006	S	156	D	\$ 25.3	702,564	I	By Biomedical Offshore Value Fund, Ltd. ⁽¹⁾
Common Stock	02/28/2006	S	260	D	\$ 25	702,304	I	By Biomedical Offshore Value Fund, Ltd. ⁽¹⁾
Common Stock						52,630 ⁽²⁾	D	

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

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(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 (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 (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

GREAT POINT PARTNERS LLC
2 PICKWICK PLAZA
STE 450
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/ Dr. Jeffrey R. Jay, M.D., as senior managing member

03/02/2006

__Signature of Reporting Person

Date

/s/ Dr. Jeffrey R. Jay, M.D.

03/02/2006

__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 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. 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 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.
- (2) Securities held directly by Dr. Jay. None of Biomedical Value Fund L.P., BOVF or Great Point has any pecuniary interest in such securities.

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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