

Edgar Filing: BIOTRANSPLANT INC - Form 5

BIOTRANSPLANT INC
Form 5
February 10, 2003

OMB APPROVAL

FORM 5

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ANNUAL 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(f) of the Investment Company Act of 1940 [] Check
this box if no longer subject of Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).
[] Form 3 Holdings Report
[X] Form 4 Transactions Reported

=====

1. Name and Address of Reporting Person*

Oronsky Arnold L.

(Last) (First) (Middle)

c/o InterWest Partners; 2710 Sand Hill Road; Second Floor

(Street)

Menlo Park CA 94025

(City) (State) (Zip)
=====

2. Issuer Name and Ticker or Trading Symbol

BioTransplant, Inc. ("BTRN")
=====

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

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4. Statement for Month/Year

December/2002
=====

5. If Amendment, Date of Original (Month/Year)

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6. Relationship of Reporting Person(s) to Issuer (Check all applicable) [X]

Director [] 10% Owner

[] Officer (give title below) [] Other (specify below)

=====

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7. Individual or Joint/Group Filing (Check applicable line) [X] Form filed by One Reporting Person [] Form filed by More Than one Reporting Person

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Form 5 (continued)

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| Title of Security (Instr. 3) | Transaction Date (mm/dd/yy) | Transaction Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | Amount of Secur- ities Bene- ficial Owned End of Yea (Instr 3 and |
|---------------------------------|-----------------------------------|-----------------------------------|--|-------|-----|---|
| | | | Amount | Price | of | |
| Common Stock | --- | --- | --- | --- | --- | 619,09 |
| Common Stock | --- | --- | --- | --- | --- | 577,68 |
| Common Stock | --- | --- | --- | --- | --- | 18,114 |

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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.

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Form 5 (continued)

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

| Conver- sion of | Deriv- ative Secur- ities | Number of Deriv- ative Secur- ities | Title and Amount of Underlying Securities |
|-----------------------|------------------------------------|--|--|
|-----------------------|------------------------------------|--|--|

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| Title of Derivative Security (Instr. 3) | Exer- cise Price of Deriv- ative Secur- ity | Trans- action (Month/ Day/ Year) | Trans- action Code (Instr. 8) | Disposed of (D) (A) (D) | Acquired (A) or Exercisable and Expiration Date (Month/Day/Year) | (Instr. 3 and 4) | Price of Deriv- ative Secur- ity (Instr. 5) |
|--|--|--|---|---------------------------------|--|---------------------|--|
| NQ Option (right to buy) | \$6.84 | --- | --- | --- | (4) | 5/15/11 | Common 15,000 |
| NQ Option (right to buy) | \$6.70 | --- | --- | --- | (4) | 7/9/11 | Common 6,000 |
| NQ Option (right to buy) | \$2.061 | 7/30/02 | A | 8,500 | (4) | 7/30/12 | Common 8,500 |

Explanation of Responses:

- (1) The shares are owned by InterWest Partners V, LP ("IW5"). The General Partner is InterWest Management Partners V, LP ("IMP5"). The reporting person is a General Partner of IMP5 and disclaims beneficial ownership of such securities except to the extent of his pro rata partnership interest therein.
- (2) The shares are owned by InterWest Partners VI, LP ("IW6"). The General Partner is InterWest Management Partners VI, LLC ("IMP6"). The reporting person is a Managing Director of IMP6 and disclaims beneficial ownership of such securities except to the extent of his pro rata partnership interest therein.
- (3) The shares are owned by InterWest Investors VI, LP ("II6"). The General Partner of II6 is IMP6. The reporting person is a Managing Director of IMP6 and disclaims beneficial ownership of such securities except to the extent of his pro rata partnership interest therein.
- (4) Options granted pursuant to the BioTransplant, Inc. 1997 Stock Incentive Plan, as amended. Stock vests annually over 4 years.
- (5) Correction to number of shares owned due to fractional shares recalculated upon escrow release.

**Signature of Reporting Person

Date

** 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 provided is insufficient, see Instruction 6 for procedures.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.