

ACCELERON PHARMA INC
 Form 4
 May 21, 2014

FORM 4

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

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Kumar Ravindra

2. Issuer Name and Ticker or Trading Symbol
 ACCELERON PHARMA INC
 [XLRN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 128 SIDNEY STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/19/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP & Chief Scientific Officer

CAMBRIDGE, MA 02139

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/19/2014		M ⁽¹⁾		5,000	A	\$ 5.88
							50,890
Common Stock	05/19/2014		S ⁽¹⁾		6,500	D	\$ 31.23
							44,390
Common Stock	05/19/2014		S ⁽¹⁾		500	D	\$ 32.13
							43,890
Common Stock	05/19/2014		S ⁽⁴⁾		1,800	D	\$ 31.51
							42,090

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the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.00 to \$32.17, inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any security holder of Acceleron Pharma Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.

(4) The reported sales were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 13, 2013.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.23 to \$31.80, inclusive. The reporting person undertakes to provide Acceleron Pharma Inc., any security holder of Acceleron Pharma Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (5) to this Form 4.

(6) The options of registrant's common stock vested in equal quarterly installments over the first four years after the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.