

INFINITY PHARMACEUTICALS, INC.
Form 4
September 13, 2006

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 *
LANDER ERIC S

2. Issuer Name and Ticker or Trading Symbol
INFINITY PHARMACEUTICALS, INC. [INFI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/12/2006

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

C/O THE BROAD INSTITUTE, 7
CAMBRIDGE CENTER, MIT
BLDG. NE30-6013

(Street)

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

CAMBRIDGE, MA 02142

(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 Ownership (Instr. 4)
Common Stock	09/12/2006		A	(A) V Amount (D) Price 61,887 (1) A (2) 61,887 (1)	D		
Common Stock	09/12/2006		A	9,818 (1) A (3) 9,818 (1)	D		
Common Stock	09/12/2006		A	61,887 (1) (5) A (4) 61,887 (1)	I	By the Lander 1996 Irrevocable Trust	

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

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Received in exchange for 280,000 shares of Infinity Discovery, Inc. ("IPI") common stock in connection with the merger of IPI into Infinity Pharmaceuticals, Inc. (the "Merger") based on a conversion ratio of 0.88411.

- (3) Received in exchange for 50,000 shares of IPI Series A Preferred Stock in connection with the Merger based on a conversion ratio of 0.78550. The Series A Preferred Stock had no expiration date.
- (4) Received in exchange for 280,000 shares of IPI common stock in connection with the Merger based on a conversion ratio of 0.88411.
- (5) The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
The option vests as to 9,375 of the shares on the first anniversary of the grant date, which grant date was September 12, 2006, and the remainder in quarterly installments of 2,343 shares beginning at the end of the first quarter thereafter, provided that the holder continues to serve as a director.
- (6) The option vests as to 552 shares on June 12, 2006, 184 shares on June 30, 2006 and the remainder in equal monthly installments through February 2007.
- (7) Received in the Merger in exchange for a stock option to acquire 10,000 shares of IPI common stock for \$0.77 per share based on a conversion ratio of 0.88411.
- (8) The exercise price reflects the exercise price of each option to purchase IPI common stock prior to the closing of the Merger divided by a conversion ratio of 0.88411, as adjusted to reflect the 1-for-4 reverse stock split.
- (9)

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.