Shah Gautam Form 4/A March 16, 2011

### 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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Shah Gautam Issuer Symbol **ACHILLION** (Check all applicable) PHARMACEUTICALS INC [ACHN] Director 10% Owner \_ Other (specify X\_ Officer (give title \_ (Last) (First) (Middle) 3. Date of Earliest Transaction below) (Month/Day/Year) SVP and Chief Compliance Ofc. C/O ACHILLION 01/18/2011 PHARMACEUTICALS, 300 **GEORGE STREET** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

01/18/2011

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

NEW HAVEN, CT 06511

	(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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
	Common Stock	01/18/2011		M	4,000	A	\$ 1.6	7,125 (1)	D	
	Common Stock	01/18/2011		M	2,000	A	\$ 1.6	9,125 (1)	D	
	Common Stock	01/18/2011		M	5,000	A	\$ 1.05	14,125 (1)	D	
	Common Stock	01/18/2011		M	3,312	A	\$ 3.28	17,437 <u>(1)</u>	D	

#### Edgar Filing: Shah Gautam - Form 4/A

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

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.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

## 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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Shah Gautam C/O ACHILLION PHARMACEUTICALS 300 GEORGE STREET NEW HAVEN, CT 06511

SVP and Chief Compliance Ofc.

#### **Signatures**

/s/ Gautam Shah 03/16/2011

\*\*Signature of Date
Reporting Person

### **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) These shares were unintentionally overstated on the reporting person's Form 4 filed on January 18, 2011.
- (2) The price in Column 4 is a weighted average price. The actual sale prices for these transactions ranged from \$4.74 to \$5.00. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the

Reporting Owners 2

#### Edgar Filing: Shah Gautam - Form 4/A

number of shares sold at each price within the range.

#### **Remarks:**

The transactions reported on this Form 4 were executed pursuant to a Rule 10b5-1 trading plan adopted by Mr. Shah on Decer 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.