Farrar Doug Form 5 February 10, 2009

**OMB APPROVAL** FORM 5

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# 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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4 Transactions Reported

securities beneficially owned directly or indirectly.

1(b).

Farrar Doug Syn							5. Relationship of Reporting Person(s) to Issuer			
(Last)	· · · · · ·	,	ment for Issuer' Day/Year) 2008	s Fiscal Ye	ar End		(Check Director X Officer (give ow)		Owner r (specify	
8720 STON PARKWA	Y, SUITE 200					J.	· /	Pharmaceutical	Op.	
	mendment, Date Original 6. Month/Day/Year)				6. Individual or Joint/Group Reporting					
		T Hed(W	ondin Bay, Tear)				(check	applicable line)		
RICHMON (City)	ND, VA 23235 (State)		ble I - Non-De	rivativo Soo	ouritie	Per	_ Form Filed by C _ Form Filed by M rson ed, Disposed of,	fore than One Re	porting	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code	4. Securit (A) or Dis (Instr. 3, 4)	ies Ac	equired l of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)		7. Nature of Indirect	
Common Stock (1)	06/30/2008	Â	P	15,060	A	\$ 0.34	44,369	D	Â	
Common Stock (1)	12/31/2008	Â	P	30,444	A	\$ 0.349	74,813	D	Â	
Reminder: Report on a separate line for each class of			Persons who respond to the collection of information SEC 227						SEC 2270	

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the form displays a currently valid OMB control number.

(9-02)

#### Edgar Filing: Farrar Doug - Form 5

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

<ol> <li>Title of</li> </ol>	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amoun	t of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	ies	(Instr. 5)
	Derivative				Securities			(Instr. 3	3 and 4)	
	Security				Acquired			`		
	Ĭ				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					, ,					
								A	Amount	
						Date	Expiration		or	
						Exercisable	Date	Title I	Number	
						LACICISADIC	Dute	C	of	
					(A) (D)			S	Shares	

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#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Farrar Doug 8720 STONY POINT PARKWAY SUITE 200 RICHMOND, VA 23235	Â	Â	Sr. VP of Pharmaceutical Op.	Â			

### **Signatures**

/s/ Doug Farrar 02/10/2009

\*\*Signature of Pate 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) These shares were acquired under the Amended and Restated Insmed Incorporated 2000 Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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