

OSCIENT PHARMACEUTICALS CORP
 Form 4
 May 31, 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 *
 SINGER DAVID B

2. Issuer Name and Ticker or Trading Symbol
 OSCIENT PHARMACEUTICALS CORP [OSCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1000 WINTER ST. SUITE 2200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/26/2006

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

WALTHAM, MA 02451

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. 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 | 05/26/2006 | | M | | 34,042 | A | \$ 0.07 |
| Common Stock | 05/26/2006 | | S | | 100 | D | \$ 1.34 |
| Common Stock | 05/26/2006 | | S | | 5,600 | D | \$ 1.32 |
| Common Stock | 05/26/2006 | | S | | 17,745 | D | \$ 1.31 |
| Common Stock | 05/26/2006 | | S | | 10,597 | D | \$ 1.3 |

D ⁽¹⁾

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| | | | | | | | | |
|--------------|------------|---|-------|---|---------|---------|------------------|-------------------------|
| Common Stock | 05/30/2006 | M | 4,785 | A | \$ 0.07 | 169,418 | D | |
| Common Stock | 05/30/2006 | S | 1,800 | D | \$ 1.31 | 167,618 | D | |
| Common Stock | 05/30/2006 | S | 2,985 | D | \$ 1.3 | 164,633 | D ⁽¹⁾ | |
| Common Stock | 05/31/2006 | M | 5,200 | A | \$ 0.07 | 169,833 | D | |
| Common Stock | 05/31/2006 | S | 5,200 | D | \$ 1.3 | 164,633 | D ⁽¹⁾ | |
| Common Stock | | | | | | 35,076 | I | By Trust ⁽²⁾ |
| Common Stock | | | | | | 211,574 | I | By Trust ⁽³⁾ |
| Common Stock | | | | | | 20,000 | I | By Trust ⁽⁴⁾ |
| Common Stock | | | | | | 20,000 | I | By Trust ⁽⁵⁾ |

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.

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(9-02)

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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 0.07 | 05/26/2006 | | M | 34,042 | 02/06/2004 | 02/09/2013 | Common Stock | 34,042 |
| Employee Stock Option | \$ 0.07 | 05/30/2006 | | M | 4,785 | 02/06/2004 | 02/09/2013 | Common Stock | 4,785 |

| | | | | | | | | | | | |
|----------|---------|------------|--|---|-------|------------|------------|--------|--|-------|--|
| Employee | | | | | | | | | | | |
| Stock | \$ 0.07 | 05/31/2006 | | M | 5,200 | 02/06/2004 | 02/09/2013 | Common | | 5,200 | |
| Option | | | | | | | | Stock | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SINGER DAVID B 1000 WINTER ST. SUITE 2200 WALTHAM, MA 02451 | | X | | |

Signatures

| | |
|--|------------|
| Joseph D. Vittiglio, Esq., Senior Corporate Attorney - Power of Attorney | 05/31/2006 |
| **Signature of 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) Owned jointly by David Singer and Diana Kapp
- (2) By the Singer-Kapp Family 2000 Trust UA 11/30/00 Kapp S. Singer
- (3) By the Singer-Kapp Long Term Trust
- (4) By the Singer-Kapp Family Trust UA 11/30/00 Emma S. Singer
- (5) By the Singer-Kapp Family Trust UA 11/30/00 Elliot Byrd Singer

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.