

| 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|---|--|---|
| 1. Name and Address of Reporting Person* <u>Goddard Glenn</u> <hr/> (Last) (First) (Middle) C/O AGIOS PHARMACEUTICALS, INC. 38 SIDNEY STREET, 2ND FLOOR <hr/> (Street) CAMBRIDGE MA 02139 <hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>AGIOS PHARMACEUTICALS INC [AGIO]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Senior Vice President, Finance</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2015</u> | |

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common stock | 02/13/2015 | | M ⁽¹⁾ | | 1,316 | A | \$23.1 | 1,316 | D | |
| Common stock | 02/13/2015 | | S ⁽²⁾ | | 1,316 | D | \$120.31 ⁽³⁾ | 0 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|--|--|---|--|----------------------------|
| | | | | Code | V | | Date Exercisable | Expiration Date | | | | | | Amount or Number of Shares |
| Stock option (right to buy) | \$23.1 | 02/13/2015 | | M ⁽¹⁾ | | 1,316 | (4) | 08/27/2023 | Common stock | 1,316 | \$0.00 | 90,669 | D | |

Explanation of Responses:

- This exercise was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The price reported is the weighted average of the shares sold. The shares were sold at varying prices in the range of \$120.00 to \$121.08. The reporting person undertakes, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price
- This option was granted on August 28, 2013. The shares underlying this option vest as to 25% of the underlying shares on August 28, 2014, with the remaining 75% vesting in 36 equal monthly installments thereafter.

Remarks:

/s/ Glenn Goddard 02/17/2015
 ** Signature of Reporting Person Date

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

* 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).

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

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 Number.