

Hecht Peter M  
Form 4  
April 09, 2012

**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 \*  
Hecht Peter M

(Last) (First) (Middle)

C/O IRONWOOD  
PHARMACEUTICALS, INC., 301  
BINNEY STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
IRONWOOD  
PHARMACEUTICALS INC  
[IRWD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/05/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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   |
| Class B Common Stock            | 04/05/2012                           |  | M                              |   | 50,000  | A  | \$ 0.41   |
| Class B Common Stock            | 04/05/2012                           |  | M                              |   | 100,000   | A  | \$ 0.41   |
| Class A Common Stock            |                                      |  |                                |   |   |  | 22,803  |
|                                 |                                      |  |                                |   |   |  | D   |

|                            |       |   |  |
|----------------------------|-------|---|--|
| Class A<br>Common<br>Stock | 2,015 | I | The 2000<br>Trust for<br>Malcolm<br>Paul<br>Hecht <sup>(1)</sup> |
| Class A<br>Common<br>Stock | 2,015 | I | The 2000<br>Trust for<br>Zoe Niovi<br>Hecht <sup>(1)</sup>       |
| Class A<br>Common<br>Stock | 2,015 | I | The 2000<br>Trust for<br>Alexis<br>Mae<br>Hecht <sup>(1)</sup>   |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Employee Stock Option (Right to Buy)       | \$ 0.41  | 04/05/2012                           |  | M                              | 50,000  | <sup>(2)</sup> 04/23/2012                                | Class B Common Stock 50,000                                   |
| Employee Stock Option (Right to Buy)       | \$ 0.41  | 04/05/2012                           |  | M                              | 100,000   | <sup>(3)</sup> 04/23/2012                                | Class B Common Stock 100,000                                  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Hecht Peter M
C/O IRONWOOD PHARMACEUTICALS, INC.
301 BINNEY STREET
CAMBRIDGE, MA 02142
X Chief Executive Officer

Signatures

/s/ Halley E. Gilbert
Attorney-in-Fact
04/09/2012

\*\*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) These shares are held in the referenced trust for the benefit of the reporting person's child. The reporting person's spouse is the trustee of this trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.
(2) The option vested as to 25% of the shares of Class B Common Stock on the first anniversary of January 1, 2002, and as to 1/48th of the shares of Class B Common Stock each month thereafter for the next 36 months. The option was fully vested as of January 1, 2006.
(3) The option vested as to 1.25% of the shares of Class B Common Stock on each monthly anniversary of January 1, 2002 for the first 36 months, and as to 4.5833% of the shares of Class B Common Stock each monthly anniversary thereafter. The option was fully vested as of January 1, 2006.

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.