INTERWEST PARTNERS VI L P Form SC 13G/A February 05, 2004

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b) (Amendment No. 3)*

Aerogen, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

007779 10 1

(CUSIP Number)

12-31-2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

|_| Rule 13d-1(b)

|_| Rule 13d-1(c)

|X| Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP	No. 007779	10 1		Page	2 of	15	Pages	
1	NAMES OF RE		NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES C	ONLY)				
	InterWest E	Partne	rs VI, LP					
2	CHECK THE A	APPROP	RIATE BOX IF A MEMBER OF A GROUP*			(a) (b)	_	
3	SEC USE ONI	 LY					' <u>-</u> '	
4	CITIZENSHIE	P OR P	LACE OF ORGANIZATION					
	California							
		5	SOLE VOTING POWER					
			245,412					
	BER OF	6	SHARED VOTING POWER					
BENEF	ARES ICIALLY		0					
Εž	ED BY ACH	7	SOLE DISPOSITIVE POWER					
PEI	ORTING RSON	NG	245,412					
WITH		8	SHARED DISPOSITIVE POWER					
			0					
9	AGGREGATE A	TNUOMA	BENEFICIALLY OWNED BY EACH REPORTING P	ERSON				
	245,412							
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES C	CERTAIN	SHAF	 RES*		
	1_1							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	5.6%							
12	TYPE OF REE	PORTIN	G PERSON*					
	PN							
			*SEE INSTRUCTION BEFORE FILLING OUT!					
			Page 2 of 15 pages					
CUSIP	No. 007779	10 1		Page	3 of	15	Pages	
1	NAMES OF RE	EPORTI	NG PERSONS					

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

	InterWest	Invest	ors VI, LP					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) _							
3	SEC USE ON	 LY						
4	CITIZENSHI	P OR P	LACE OF ORGANIZATION					
	California							
		5	SOLE VOTING POWER					
			7,497					
	BER OF	6	SHARED VOTING POWER					
BENEF	ARES ICIALLY		0					
E.	ED BY ACH	7	SOLE DISPOSITIVE POWER					
PE:	ORTING RSON		7,497					
W	ITH	8	SHARED DISPOSITIVE POWER					
			0					
9	AGGREGATE .	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING E	PERSON				
	7,497							
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES (CERTAIN SHAR	 ES*			
	_							
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)					
	0.2%							
12	TYPE OF REPORTING PERSON*							
	PN							
			*SEE INSTRUCTION BEFORE FILLING OUT!					
			Page 3 of 15 pages					
CUSIP	No. 007779	10 1		Page 4 of	15 P	ages		
1	NAMES OF R		NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES (ONLY)				
			ment Partners VI, LLC (the general part and InterWest Investors VI, LP)	ner of Inte	rWes	t		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*							

				(b)	_
3	SEC USE ON	NLY			
4	CITIZENSH	IP OR P	LACE OF ORGANIZATION		
	California	a.			
		5	SOLE VOTING POWER		
			252,909		
	NUMBER OF 6		SHARED VOTING POWER		
BENEF	ARES ICIALLY		0		
OWNED BY EACH REPORTING PERSON WITH		7	SOLE DISPOSITIVE POWER		
			252,909		
		8	SHARED DISPOSITIVE POWER		
			0		
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	252,909				
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHA	 RES*	
	1_1				
11	PERCENT OF	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)		
	5.8%				
12	TYPE OF RE	EPORTIN	G PERSON*		
	PN				
			*SEE INSTRUCTION BEFORE FILLING OUT!		
			Page 4 of 15 pages		
CUSIP	No. 007779	9 10 1	Page 5 of	15 P	ages
1			NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Harvey B.	Cash (a Managing Director of InterWest Management Partn		ī,
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP*	(a)	_
				(b)	_
3	SEC USE ON	NLY			

4	CITIZENSHI	 :P OR P1	LACE OF ORGANIZATION
	United Sta	ıtes	
		5	SOLE VOTING POWER
			0
NUN	IBER OF	6	SHARED VOTING POWER
	IARES 'ICIALLY		252 , 909
	IED BY LACH	7	SOLE DISPOSITIVE POWER
	ORTING CRSON		0
V	/ITH	8	SHARED DISPOSITIVE POWER
			252,909
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	252 , 909		
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	1_1		
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)
	5.8%		
12	TYPE OF RE	PORTING	PERSON*
	IN		
			SEE INSTRUCTION BEFORE FILLING OUT!
shall benef Section	be deemed ficial owner on 13(d) of purpose, a	to coer of and the Sand such	this statement on Schedule 13G nor any of its contents on the state of the Common Stock referred to herein for purposes of Securities Exchange Act of 1934, as amended, or for any of beneficial ownership is expressly disclaimed, except to many interest.
			Page 5 of 15 pages
QUQ.T.	N - 007770	10 1	D C C . 15 . D
	No. 007779		Page 6 of 15 Pages
1	NAMES OF F		ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Philip T. LLC)	Gianos	(a Managing Director of InterWest Management Partners VI,
2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) _
2	SEC HSE ON	 IT V	

4	CITIZENSH	IP OR P	LACE OF ORGANIZATION
	United St	ates	
		5	SOLE VOTING POWER
			0
NUM	BER OF	6	SHARED VOTING POWER
	ARES ICIALLY		252,909
E	ED BY ACH	7	SOLE DISPOSITIVE POWER
PΕ	ORTING RSON		0
W	ITH	8	SHARED DISPOSITIVE POWER
			252,909
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	252,909		
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	1_1		
11	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)
	5.8%		
12	TYPE OF R	EPORTIN	G PERSON*
	IN		
			*SEE INSTRUCTION BEFORE FILLING OUT!
shall benef Secti other	be deemed icial own on 13(d) o purpose,	to coner of and the sand such	this statement on Schedule 13G nor any of its contents institute an admission by Philip T. Gianos that he is the my of the Common Stock referred to herein for purposes of Securities Exchange Act of 1934, as amended, or for any in beneficial ownership is expressly disclaimed, except to miary interest.
			Page 6 of 15 pages
CUSIP	No. 00777	9 10 1	Page 7 of 15 Pages
1			NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	W. Scott LLC)	Hedrick	(a Managing Director of InterWest Management Partners VI,
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP*
			(a) _

3	SEC USE ONL	 Y			
4	CITIZENSHIP	OR PL	ACE OF ORGANIZATION		
	United State	es			
		5	SOLE VOTING POWER		
			0		
	BER OF	6	SHARED VOTING POWER		
BENEF	ARES ICIALLY		252,909		
E.F	ED BY ACH	7	SOLE DISPOSITIVE POW	 ∃R	
PEF	ORTING RSON ITH		0		
VV 1	LIN	8	SHARED DISPOSITIVE POWER		
			252,909		
9	AGGREGATE AI 252,909	MOUNT	BENEFICIALLY OWNED BY	EACH REPORTING PERS	GON
10	CHECK BOX I	F THE	AGGREGATE AMOUNT IN R	OW (9) EXCLUDES CERT	TAIN SHARES*
11	PERCENT OF (CLASS	REPRESENTED BY AMOUNT	IN ROW (9)	
12	TYPE OF REPO	 ORTING	PERSON*		
		*	SEE INSTRUCTION BEFOR	E FILLING OUT!	
shall benefi Section other	be deemed to cial owner on 13(d) of purpose, and	o con of an the S d such	his statement on Sc stitute an admission y of the Common Stock ecurities Exchange A beneficial ownership iary interest.	by W. Scott Hedric referred to herein ct of 1934, as amen	ck that he is the n for purposes of nded, or for any
			Page 7 of 15	pages	
CUSIP	No. 007779	10 1		Pa	age 8 of 15 Pages
1	NAMES OF REI		G PERSONS TION NOS. OF ABOVE PE	RSONS (ENTITIES ONLY	<i>(</i>)
	W. Stephen N	Holmes	(a Managing Director	of InterWest Manage	ement Partners

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2

				(a) (b)	_
3	SEC USE ON	ILY			
4	CITIZENSHI	 :P OR P:	LACE OF ORGANIZATION		
	United Sta	ites			
		5	SOLE VOTING POWER		
			0		
	MBER OF	6	SHARED VOTING POWER		
BENE	FICIALLY NED BY		252,909		
	EACH	7	SOLE DISPOSITIVE POWER		
REPORTING PERSON WITH			0		
		8	SHARED DISPOSITIVE POWER		
			252 , 909		
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	252,909				
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHA	.RES*	
	_				
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)		
	5.8%				
12	TYPE OF RE	PORTIN	G PERSON*		
	IN				
			*SEE INSTRUCTION BEFORE FILLING OUT!		

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by W. Stephen Holmes that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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CUSIP No. 007779 10 1

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Gilbert H. Kliman (a Venture Member of InterWest Management Partners VI, LLC)

2	CHECK THE A	APPROPRI	TATE BOX IF A MEMBER OF A GROUP*	 _ _
3	SEC USE ONI	 .Y		
4	CITIZENSHIP		ACE OF ORGANIZATION	
		5	SOLE VOTING POWER 0	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	ARES ICIALLY	6	SHARED VOTING POWER 252,909	
	ACH ORTING	7	SOLE DISPOSITIVE POWER 0	
WIII		8	SHARED DISPOSITIVE POWER 252,909	
9	252,909		BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10			AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAP	
11	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (9)	
12	TYPE OF REP	ORTING	PERSON*	
		* (SEE INSTRUCTION BEFORE FILLING OUT!	

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Gilbert H. Kliman that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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CUSIP No. 007779 10 1 Page 10 of 15 Pages

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

	Robert R. M	lomsen	(a Managing Director of InterWest Management P	artners'	VI,
2			IATE BOX IF A MEMBER OF A GROUP*	(a) (b)	
3	SEC USE ONL				
4	CITIZENSHIP	OR PL	ACE OF ORGANIZATION		
	United Stat	es			
		5	SOLE VOTING POWER		
			0		
		6	SHARED VOTING POWER		
BENEF	ARES ICIALLY		252,909		
EZ	ED BY ACH	7	SOLE DISPOSITIVE POWER		
PEI	ORTING RSON		0		
W.	ITH	8	SHARED DISPOSITIVE POWER		
			252,909		
9	AGGREGATE A	MOUNT 1	BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	252,909				
10	CHECK BOX I	F THE A	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	HARES*	
	_				
11	PERCENT OF	CLASS 1	REPRESENTED BY AMOUNT IN ROW (9)		
	5.8%				
12	TYPE OF REP	ORTING	PERSON*		
	IN				
		*;	SEE INSTRUCTION BEFORE FILLING OUT!		

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Robert R. Momsen that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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CUSIP No. 007779 10 1 Page 11 of 15 Pages

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Arnold L. Oronsky (a Managing Director of InterWest Management Partners VI, LLC) ______ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_| (b) |_| .-----3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States ._____ 5 SOLE VOTING POWER NUMBER OF 6 SHARED VOTING POWER SHARES 252,909 BENEFICIALLY OWNED BY ______ 7 EACH SOLE DISPOSITIVE POWER REPORTING PERSON WITH _____ SHARED DISPOSITIVE POWER 252,909 ______ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 252**,**909 ______ 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

1_1

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.8%

12 TYPE OF REPORTING PERSON*

ΙN

*SEE INSTRUCTION BEFORE FILLING OUT!

* Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Arnold L. Oronsky that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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Item 1.

- (a) Name of Issuer: Aerogen, Inc. ("Issuer") (b) Address of Issuer's Principal Executive Offices: 2071 Stierlin Court Mountain View, CA 94043 Item 2. (a) Name of Person(s) Filing: InterWest Partners VI, LP ("IWP VI") InterWest Investors VI, LP ("II VI") InterWest Management Partners VI, LLC ("IMP VI") Harvey B. Cash ("Cash") Philip T. Gianos ("Gianos") W. Scott Hedrick ("Hedrick") W. Stephen Holmes ("Holmes") Gilbert H. Kliman ("Kliman") Robert R. Momsen ("Momsen") Arnold L. Oronsky ("Oronsky") (b) Address of Principal Business Office or, if none, Residence: 2710 Sand Hill Road Second Floor Menlo Park, CA 94025 (c) Citizenship/Place of Organization: IWP VI: California California II VI: INP VI: California
 Cash: United States
 Gianos: United States
 Hedrick: United States
 Holmes: United States
 Kliman: United States
 Momsen: United States
 Oronsky: United States (d) Title of Class of Securities: Common Stock (e) CUSIP Number: 007779 10 1 Item 3. Not applicable. Page 12 of 15 pages Item 4. Ownership. All Other IWP VI II VI IMP VI Individuals
- (a) Beneficial

	Ownership	245,412	7,497	252,909	252 , 909
(b)	Percentage of Class	5.6%	0.2%	5.8%	5.8%
(c)	Sole Voting Power	245,412	7 , 497	252,909	0
	Shared Voting Power	0	0	0	252,909
	Sole Dispositive Power	245,412	7,497	252 , 909	0
=====	Shared Dispositive Power	0	0	0	252,909

^{*}Individuals included in this column are Cash, Gianos, Hedrick, Holmes, Momsen and Oronsky, all of whom are Managing Directors of IMP VI. Also included in this column is Kliman who is a Venture Member of IMP VI.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Under certain circumstances set forth in the limited liability operating agreement of IMP VI, the members of such limited liability company have the right to receive dividends from, or the proceeds from the sale of, the Common Stock of Issuer beneficially owned by such limited liability company.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

No reporting person is a member of a group as defined in section 240.13d-1 (b) (1) (iii) (H) of the Act.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable

EXHIBITS

A. Joint Filing Statement

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February ___, 2004

INTERWEST PARTNERS VI, LP

InterWest Management Partners VI, LLC By: /s/ Harvey B. Cash

Name: Harvey B. Cash

By: /s/ W. Stephen Holmes

----- Ву: /s/ Philip T. Gianos ._____ Managing Director

Name: Philip T. Gianos

INTERWEST INVESTORS VI, LP /s/ W. Scott Hedrick By:

Name: W. Scott Hedrick

By: InterWest Management Partners VI, LLC

By: /s/ W. Stephen Holmes By: /s/ W. Stephen Holmes

----- Name: W. Stephen Holmes Managing Director

By: /s/ Gilbert H. Kliman _____

INTERWEST MANAGEMENT PARTNERS VI, LLC Name: Gilbert H. Kliman

By: /s/ W. Stephen Holmes By: /s/ Robert R. Momsen

_____ _____ Name: Robert R. Momsen Managing Director

> /s/ Arnold L. Oronsky By:

> > _____ Arnold L. Oronsky

Name:

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EXHIBIT A

JOINT FILING STATEMENT

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of each of us.

Date: February ___, 2004

INTERWEST PARTNERS VI, LP

InterWest Management Partners VI, LLC By: /s/ Harvey B. Cash

Name: Harvey B. Cash

By: /s/ W. Stephen Holmes

----- By:

Managing Director

Name: Philip T. Gianos

INTERWEST INVESTORS VI, LP /s/ W. Scott Hedrick

Name: W. Scott Hedrick

/s/ Philip T. Gianos

InterWest Management Partners VI, LLC By: By: /s/ W. Stephen Holmes By: /s/ W. Stephen Holmes ----- Name: W. Stephen Holmes Managing Director By: /s/ Gilbert H. Kliman INTERWEST MANAGEMENT PARTNERS VI, LLC Name: Gilbert H. Kliman /s/ W. Stephen Holmes By: /s/ Robert R. Momsen _____ Managing Director Name: Robert R. Momsen By: /s/ Arnold L. Oronsky

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Name: Arnold L. Oronsky