

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-15** | Period of Report: **2013-01-11**
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ISSUER

INSMED INC

CIK: **1104506** | IRS No.: **541972729** | State of Incorporation: **VA** | Fiscal Year End: **1231**
SIC: **2834** Pharmaceutical preparations

Mailing Address

9 DEER PARK DRIVE
SUITE C
MONMOUTH JUNCTION NJ
08852

Business Address

9 DEER PARK DRIVE
SUITE C
MONMOUTH JUNCTION NJ
08852
732-997-4600

REPORTING OWNER

ALTOMARI ALFRED

CIK: **1285644**
Type: **4** | Act: **34** | File No.: **000-30739** | Film No.: **13530937**

Mailing Address

C/O DUSA
PHARMACEUTICALS, INC.
25 UPTON DRIVE
WILMINGTON MA 01887

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <u>ALTOMARI ALFRED</u> (Last) (First) (Middle) <u>C/O INSMED INCORPORATED, 9 DEER PARK DRIVE, SUITE C</u> (Street) <u>MONMOUTH JUNCTION, NJ 08852</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INSMED INC [INSM]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/11/2013</u> 4. If Amendment, Date Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
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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)			

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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	01/11/2013		A		8,955		(2)	(2)	Common Stock	8,955	\$ 0	13,282	D	

Explanation of Responses:

1. Each Restricted Stock Unit represents a contingent right to receive one share of Common Stock.
2. The RSU's have a one year cliff vesting period, provided that the director attends at least 75% of the meetings of the Board.

Signatures

/s/ Alfred Altomari

** Signature of Reporting Person

01/15/2013

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.