

GRAU ULRICH M  
Form 4  
March 09, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
GRAU ULRICH M

(Last) (First) (Middle)

MICROMET  
GMBH, STAFFELSEESTR. 2

(Street)

MUNICH, 2M 81477

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MICROMET, INC. [MITI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/07/2012

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)  
EVP and COO

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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.**

SEC 1474  
(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|                                 |                           |                                      |                                   |                     |                                    |  |   |

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| (Instr. 3)<br>Price of<br>Derivative<br>Security | (Month/Day/Year)        | (Instr. 8) Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |           | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
|--|-------------------------|--|-----------|---------------------|--------------------|-----------------|----------------------------------|
|  |                         | Code   | V (A) (D) |                     |                    |                 |                                  |
| Stock<br>Option<br>(right to<br>buy)             | \$ 5.78      03/07/2012 | D  | 300,000   | (1)                 | 07/01/2021         | Common<br>Stock | 300,000                          |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| GRAU ULRICH M<br>MICROMET GMBH<br>STAFFELSEESTR. 2<br>MUNICH, 2M 81477 |               |           | EVP and COO |       |

## Signatures

/s/ Janet Hanson,  
attorney-in-fact                              03/09/2012  
\_\_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).

This option was cancelled and converted into the right to receive in cash the amount per share by which \$11.00 exceeds the exercise price of the option, subject to any applicable tax withholdings (such amount, the "Option Spread"), upon the effective time of the merger of

(1) Armstrong Acquisition Corp. with and into Micromet, Inc. pursuant to that certain Agreement and Plan of Merger by and among Amgen Inc., Armstrong Acquisition Corp. and Micromet, Inc. dated January 25, 2012 (the "Merger Agreement"). The Option Spread for the unvested portion of the option, if any, will be paid in accordance with the schedule described in the Merger Agreement.

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.