

MICROMET, INC.
Form 4
May 11, 2006

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 *
BENJAMIN JERRY

(Last) (First) (Middle)

C/O ADVENT VENTURE PARTNERS, 25 BUCKINGHAM GATE

(Street)

LONDON, X0 SW1E 6LD

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2006

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)

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)
Common Stock ⁽¹⁾	05/05/2006		J ⁽²⁾	Amount 3,528,875 ⁽³⁾	A ⁽²⁾ 3,528,875 ⁽³⁾	I	By Fund ⁽³⁾

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	8. Amount or Number of Shares
Stock Option (right to buy) ⁽¹⁾	\$ 6.63	05/05/2006		A	35,000	⁽⁴⁾ 05/04/2016	Common Stock	35,000
Stock Option (right to buy) ⁽¹⁾	\$ 6.63	05/05/2006		A	5,000	⁽⁵⁾ 05/04/2016	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENJAMIN JERRY C/O ADVENT VENTURE PARTNERS 25 BUCKINGHAM GATE LONDON, X0 SW1E 6LD	X	X		

Signatures

/s/ Alex Driggs,
attorney-in-fact

05/09/2006

__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) All shares reported herein are shown after the effects of a 1-for-3 reverse stock split effected by the Issuer on May 5, 2006.
- Received in exchange for 672,519 shares of common stock of Micromet Holdings, Inc., a privately held company, in connection with the merger of Carlsbad Acquisition Corp., a wholly-owned subsidiary of the Issuer, into Micromet Holdings, Inc. (the "Merger"). On the effective date of the Merger, the closing price of the Issuer's common stock was \$2.17 per share.
- (3) Consists of: (i) 1,785,787 shares held of record by Advent Private Equity Fund III ?A? Limited Partnership; (ii) 874,759 shares held of record by Advent Private Equity Fund III ?B? Limited Partnership; (iii) 244,118 shares held of record by Advent Private Equity Fund III ?C? Limited Partnership; (iv) 480,071 shares held of record by Advent Private Equity Fund III ?D? Limited Partnership; (v) 69,111 shares held of record by Advent Private Equity Fund III GmbH & Co. KG; (vi) 57,189 shares held of record by Advent Private Equity Fund III Affiliates Limited Partnership; and (vii) 17,840 shares held of record by Advent Management III Limited Partnership. The reporting person is a general partner of each of the foregoing entities. The reporting person disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein.

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- (4) The option vests over three years, in 36 equal monthly installments.
- (5) The option vests over one year, in equal monthly installments.

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

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