

VIACELL INC

Form 4

November 20, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
EVNIN LUKE

(Last) (First) (Middle)

C/O MPM ASSET
MANAGEMENT, 200
CLARENDON STREET, 54TH
FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
VIACELL INC [VIAC]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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			
Common Stock	11/09/2007		U		5,012,274	D	\$ 7.25	0	I	By BB BioVentures LP ⁽¹⁾
Common Stock	11/09/2007		U		335,628	D	\$ 7.25	0	I	By MPM BioVentures Parallel Fund LP ⁽¹⁾
Common Stock	11/09/2007		U		25,283	D	\$ 7.25	0	I	By MPM Asset Management Investors 2000A LLC ⁽¹⁾

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Common Stock	11/09/2007	U	14,444	D	\$ 7.25	0	I	By MPM BioVentures II LP ⁽²⁾
Common Stock	11/09/2007	U	130,880	D	\$ 7.25	0	I	By MPM BioVentures II-QP LP ⁽²⁾
Common Stock	11/09/2007	U	46,089	D	\$ 7.25	0	I	By MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ⁽²⁾
Common Stock	11/09/2007	U	2,715	D	\$ 7.25	0	I	By MPM Asset Management Investors 2001 LLC ⁽²⁾
Common Stock	11/09/2007	U	41,146	D	\$ 7.25	0	I	By MPM Founders LLC ⁽³⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EVNIN LUKE C/O MPM ASSET MANAGEMENT	X

200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

MPM Founders LLC

C/O MPM ASSET MANAGEMENT

200 CLARENDON STREET, 54TH FLOOR

BOSTON, MA 02116

X

Signatures

/s/ Luke Evnin

11/20/2007

__Signature of Reporting Person

Date

By Luke Evnin, member of MPM Founders LLC /s/ Luke
Evnin

11/20/2007

__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).

BAB BioVentures L.P. and BAB BioVentures NV ("BAB NV") are the direct and indirect general partners of BB BioVentures, L.P.
MPM BioVentures I L.P. and MPM BioVentures I LLC ("BioVentures LLC") are the direct and indirect general partners of MPM

- (1) BioVentures Parallel Fund, L.P. BioVentures LLC has a 50% voting interest in BAB NV. Luke Evnin, Ansbert Gadick and Michael Steinmetz are the managers of BAB NV, MPM Asset Management Investors 2000A LLC and BioVentures LLC. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

MPM Asset Management II, L.P. and MPM Asset Management II LLC ("AM II LLC") are the direct and indirect general partners of
MPM BioVentures II-QP, L.P, MPM BioVentures II, L.P and MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG. Luke Evnin,

- (2) Ansbert Gadick, Michael Steinmetz, Nicholas Galakatos and Kurt Wheeler are the managers of AM II LLC and MPM Asset Management Investors 2001 LLC. Each of the group disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein.

- (3) Luke Evnin is a member of MPM Founders Fund LLC. Each of the group disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein.

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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