

MICROMET, INC.
Form 4/A
September 16, 2008

FORM 4

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

OMB APPROVAL

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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)
08/27/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
08/29/2008

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/27/2008		S		18,765	D	\$ 6.49 ⁽¹⁾
							1,950,874 ⁽²⁾
Common Stock	08/27/2008		S		9,192	D	\$ 6.49 ⁽¹⁾
							955,625 ⁽²⁾
Common Stock	08/27/2008		S		187	D	\$ 6.49 ⁽¹⁾
							19,489 ⁽²⁾
Common	08/27/2008		S		601	D	\$ 62,476 ⁽²⁾

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Stock					6.49			
					<u>(1)</u>			
					\$			
Common Stock	08/27/2008	S	726	D	6.49	75,501 <u>(2)</u>	I	By fund <u>(7)</u>
					<u>(1)</u>			
					\$			
Common Stock	08/27/2008	S	5,045	D	6.49	524,450 <u>(2)</u>	I	By fund <u>(8)</u>
					<u>(1)</u>			
					\$			
Common Stock	08/27/2008	S	2,565	D	6.49	266,685 <u>(2)</u>	I	By fund <u>(9)</u>
					<u>(1)</u>			
					\$			
Common Stock	08/28/2008	S	91,089	D	6.29	1,859,785 <u>(2)</u>	I	By fund <u>(3)</u>
					<u>(10)</u>			
					\$			
Common Stock	08/28/2008	S	44,620	D	6.29	911,005 <u>(2)</u>	I	By fund <u>(4)</u>
					<u>(10)</u>			
					\$			
Common Stock	08/28/2008	S	910	D	6.29	18,579 <u>(2)</u>	I	By fund <u>(5)</u>
					<u>(10)</u>			
					\$			
Common Stock	08/28/2008	S	2,917	D	6.29	59,559 <u>(2)</u>	I	By fund <u>(6)</u>
					<u>(10)</u>			
					\$			
Common Stock	08/28/2008	S	3,525	D	6.29	71,976 <u>(2)</u>	I	By fund <u>(7)</u>
					<u>(10)</u>			
					\$			
Common Stock	08/28/2008	S	24,487	D	6.29	499,963 <u>(2)</u>	I	By fund <u>(8)</u>
					<u>(10)</u>			
					\$			
Common Stock	08/28/2008	S	12,452	D	6.29	254,233 <u>(2)</u>	I	By fund <u>(9)</u>
					<u>(10)</u>			
					\$			
Common Stock	08/29/2008	S	58,794	D	6.31	1,800,991 <u>(2)</u>	I	By fund <u>(3)</u>
					<u>(11)</u>			
					\$			
Common Stock	08/29/2008	S	28,800	D	6.31	882,205 <u>(2)</u>	I	By fund <u>(4)</u>
					<u>(11)</u>			
					\$			
Common Stock	08/29/2008	S	587	D	6.31	17,992 <u>(2)</u>	I	By fund <u>(5)</u>
					<u>(11)</u>			
					\$			
Common Stock	08/29/2008	S	1,883	D	6.31	57,676 <u>(2)</u>	I	By fund <u>(6)</u>
					<u>(11)</u>			

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Common Stock	08/29/2008	S	2,275	D	\$ 6.31 (11)	69,701 ⁽²⁾	I	By fund ⁽⁷⁾
Common Stock	08/29/2008	S	15,805	D	\$ 6.31 (11)	484,158 ⁽²⁾	I	By fund ⁽⁸⁾
Common Stock	08/29/2008	S	8,037	D	\$ 6.31 (11)	246,196 ⁽²⁾	I	By fund ⁽⁹⁾

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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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			

Signatures

/s/ Brian F. Leaf,
attorney-in-fact

09/16/2008

**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) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$6.25 to \$6.83 per share. The reporting persons undertake to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) This amendment is being filed to correct amounts reported in the "Amount of Securities Beneficially Owned Following Reported Transactions" column, which were understated in the original filing. For Advent Private Equity Fund III 'A' Limited Partnership, the amount of the understatement was 1,463,589 shares; for Advent Private Equity Fund III 'B' Limited Partnership, 716,931 shares; for Advent Private Equity Fund III 'C' Limited Partnership, 200,073 shares; for Advent Private Equity Fund III 'D' Limited Partnership, 393,454 shares; for Advent Private Equity Fund III Affiliates Limited Partnership, 46,871 shares; for Advent Management III Limited Partnership, 14,621 shares; and for Advent Private Equity Fund III GmbH & Co. KG, 56,643 shares. Amounts reported in this column on the reporting persons' Form 4 filed on September 4, 2008 were understated by an equivalent amount.

(3) These securities are held of record by Advent Private Equity Fund III 'A' Limited Partnership. The reporting person is a general partner of Advent Venture Partners LLP, which is the sole owner of the general partner of Advent Management III Limited Partnership, which is general partner of Advent Private Equity Fund III 'A' Limited Partnership, and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(4) These securities are held of record by Advent Private Equity Fund III 'B' Limited Partnership. The reporting person is a general partner of Advent Venture Partners LLP, which is the sole owner of the general partner of Advent Management III Limited Partnership, which is general partner of Advent Private Equity Fund III 'B' Limited Partnership, and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(5) These securities are held of record by Advent Management III Limited Partnership. The reporting person is a general partner of Advent Venture Partners LLP, which is the sole owner of the general partner of Advent Management III Limited Partnership, and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(6) These securities are held of record by Advent Private Equity Fund III Affiliates Limited Partnership. The reporting person is a general partner of Advent Venture Partners LLP, which is the sole owner of the general partner of Advent Management III Limited Partnership, which is general partner of Advent Private Equity Fund III Affiliates Limited Partnership, and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(7) These securities are held of record by Advent Private Equity Fund III GmbH & Co. KG. The reporting person is a general partner of Advent Venture Partners LLP, which is the sole owner of the sole owner of the general partner of Advent Private Equity Fund III GmbH & Co. KG, and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(8) These securities are held of record by Advent Private Equity Fund III 'D' Limited Partnership. The reporting person is a general partner of Advent Venture Partners LLP, which is the sole owner of the general partner of Advent Management III Limited Partnership, which is general partner of Advent Private Equity Fund III 'D' Limited Partnership, and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(9) These securities are held of record by Advent Private Equity Fund III 'C' Limited Partnership. The reporting person is a general partner of Advent Venture Partners LLP, which is the sole owner of the general partner of Advent Management III Limited Partnership, which is general partner of Advent Private Equity Fund III 'C' Limited Partnership, and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(10) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$6.08 to \$6.61 per share. The reporting persons undertake to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(11) Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$6.20 to \$6.69 per share. The reporting persons undertake to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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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