

ANTIGENICS INC /DE/
Form 4
January 05, 2011

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 *
ARMEN GARO H

2. Issuer Name and Ticker or Trading Symbol
ANTIGENICS INC /DE/ [AGEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
162 FIFTH AVENUE, SUITE 900

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chairman & CEO

NEW YORK, NY 10010

(City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/03/2011		J ⁽¹⁾		11,607	A	\$ 0.95
Common Stock					5,475,372	I	by trusts, Armen Partners and Antigenics Holdings LLC ⁽²⁾

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

SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)	Amount of Shares
Stock Option, right to buy	\$ 1.05	01/04/2011		A	489,928	04/04/2011 ⁽³⁾ 01/04/2021	Common Stock	489,928
Restricted Stock	⁽⁴⁾	01/04/2011		A	201,095	⁽⁴⁾ 07/04/2013	Common Stock	201,095

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARMEN GARO H 162 FIFTH AVENUE SUITE 900 NEW YORK, NY 10010			Chairman & CEO	

Signatures

Christine M. Klaskin, by Power of Attorney 01/05/2011

^{**}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) Represents the issuance of stock for payment of 30% of Dr. Armen's base salary for the month of December 2010.

Dr. Armen is trustee and has investment authority for the Garo Armen 2009 2 year GRAT and the Garo Armen 2009 4 year GRAT, each holding 1,607,183 and 2,336,246 shares of Antigenics Inc. common stock, respectively. Dr. Armen disclaims beneficial ownership therein. Dr. Armen is the General Partner of Armen Partners LP. As of the date of this report Armen Partners owns a total of 1,507,667

(2) shares of Antigenics Inc. common stock. Dr. Armen is also CEO, Chairman of the Board of Managers and a member of Antigenics Holdings LLC ("Holdings") which as of the date of this report owns 24,276 shares of Antigenics Inc. common stock. Dr. Armen has a pecuniary interest in only a portion of the shares held by Armen Partners and Holdings, and disclaims beneficial ownership except to the extent of his pecuniary interest therein.

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- (3) Options granted in accordance with the Antigenics Inc. 2009 Equity Incentive Plan and vest quarterly over three years beginning April 4, 2011.
- (4) Restricted stock granted in accordance with the Antigenics Inc. 2009 Equity Incentive Plan and vests based on the achievement of performance milestones as determined by the Compensation Committee of the Board of Directors of Antigenics Inc.

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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