AGENUS INC Form 4 January 20, 2011

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

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5. Relationship of Reporting Person(s) to

## 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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \*

ARMEN C	GARO H		Symbol AGEN	US INC [	AGEN]			Issuer (Che	eck all applicat	nle)	
(Last)	(First)  I AVENUE, SU	(Middle) ITE 900		of Earliest T Day/Year) 2011	ransaction			DirectorX_ Officer (give below)	10	0% Owner ther (specify	
	Fi			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NEW YOR	RK, NY 10010							Person	More than One	Keporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative S	Securit	ties Acq	uired, Disposed	of, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securities on(A) or Disp (Instr. 3, 4	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/20/2011			Code V $A_{\underline{(1)}}$	Amount 253,980	(D)	Price \$ 0.94	(Instr. 3 and 4) 2,522,797	D		
Common Stock								5,475,372	I	by trusts, Armen Partners and Antigonies	

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

Antigenics Holdings LLC (2) Edgar Filing: AGENUS INC - Form 4

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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)

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock	(3)	01/18/2011		A	253,980	01/20/2011(3)	<u>(3)</u>	Common Stock	253,98

#### **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

ARMEN GARO H **162 FIFTH AVENUE SUITE 900** NEW YORK, NY 10010

Chairman & CEO

#### **Signatures**

Christine M. Klaskin, by Power of Attorney

01/20/2011

\*\*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 settlement of restricted stock granted on January 18, 2011 partly in lieu of an annual cash bonus for 2010 performance.
  - 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 Agenus 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 shares of
- (2) Agenus Inc. common stock. Dr. Armen is also CEO, Chairman of hte Board of Managers and a member of Antigenics Holdings LLC ("Holdings") which as of the date of this report owns 24,276 shares of Agenus In.c 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.
- Restricted stock granted on January 18, 2011 in accordance with the Agenus Inc. Equity Incentive Plan partly in lieu of an annual cash bonus for 2010 performance.

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

Reporting Owners 2

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