SEC Form 4

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FORM 4

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

| Check this box if no longer subject to |
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| |
| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(b). |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMP Number 2225 0207

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| | Estimated average | burden |
| hours per response: 0.9 | hours per response | e: 0.5 |

| 1. Name and Address of Reporting Person* <u>Valenzano Ken</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>AMICUS THERAPEUTICS INC</u> [FOLD] | | tionship of Reporting Pe all applicable) Director | rson(s) to Issuer 10% Owner |
|--|----------------------|-----------------------------|--|------------------------|---|---|
| (Last) 6 CEDAR BRC | (First) OOK DRIVE | (Middle) | - 3. Date of Earliest Transaction (Month/Day/Year) 01/19/2011 | - X | Officer (give title below) VP, Pharmacology | Other (specify below) v & Biology |
| (Street) CRANBURY | NJ | 08512 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person | orting Person |
| (City) | (State) | (Zip) Table I - Non-Deri | vative Securities Acquired, Disposed of, or Benef | icially (| | |

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) | Transaction Code (Instr. | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1130.4) |

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

| | | | (3, | • • | | , | | , i , | | | , | | | | |
|---|---|--|---|------------------------------|---|---|-------------|--|--------------------|-----------------|--|---|--|--|--|
| 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. Transa Code (8) | | 5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and | ed nstr. | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | e of Securities | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Options (right to buy) | \$5.96 | 01/19/2011 | | A | | 25,000 | | (1) | 01/19/2021 | Common Stock | 25,000 | \$0.00 | 25,000 | D | |

Explanation of Responses:

1. These options vest and become exercisable in a series of installments. The first installment, which consists of 25% of the total aggregate number of options granted, vests on January 19, 2012. The remaining options vest and become exercisable in a series of thirty-five equal monthly installments, beginning on February 1, 2012, with a final installment vesting on January 1, 2015.

Remarks:

| /s/ Ken Valenzano | |
|-------------------|--|
| | |

01/20/2011

Date

** Signature of Reporting Person

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.