

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

<b>1. Name and Address of Reporting Person*</b> <u>NEW ENTERPRISE ASSOCIATES 11 LP</u>  (Last) (First) (Middle) <u>1119 ST. PAUL STREET</u>  (Street) <u>BALTIMORE MD 21202</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>AMICUS THERAPEUTICS INC [ FOLD ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/05/2007</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	06/05/2007		C		3,650,488	A	(1)	3,650,488	D(2)	
Common Stock	06/05/2007		x(3)		15,077	A	\$6.375	3,665,565	D(2)	
Common Stock	06/05/2007		s(3)		6,408	D	\$15	3,659,157	D(2)	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		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				
Series B Convertible Preferred Stock	(1)	06/05/2007		C		990,796		(1)	(1)	Common Stock	990,796	\$0	0	D(2)	
Series C Convertible Preferred Stock	(1)	06/05/2007		C		1,016,220		(1)	(1)	Common Stock	1,016,220	\$0	0	D(2)	
Series D Convertible Preferred Stock	(1)	06/05/2007		C		1,643,472		(1)	(1)	Common Stock	1,643,472	\$0	0	D(2)	
Series B Convertible Preferred Stock Warrant (Right to Buy)	\$6.375	06/05/2007		X		15,077		05/04/2004(4)	05/04/2014(4)	Common Stock	15,077	\$0	0	D(2)	

1. Name and Address of Reporting Person\*

NEW ENTERPRISE ASSOCIATES 11 LP

(Last) (First) (Middle)

1119 ST. PAUL STREET

(Street)

BALTIMORE MD 21202

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

NEA PARTNERS 11 LP

(Last) (First) (Middle)

1119 ST. PAUL STREET

(Street)

BALTIMORE MD 21202

(City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">NEA 11 GP, LLC</a>		
(Last)	(First)	(Middle)
1119 ST. PAUL STREET		
(Street)		
BALTIMORE	MD	21202
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">BARRETT M JAMES</a>		
(Last)	(First)	(Middle)
1119 ST. PAUL STREET		
(Street)		
BALTIMORE	MD	21202
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">BASKETT FOREST</a>		
(Last)	(First)	(Middle)
1119 ST. PAUL STREET		
(Street)		
BALTIMORE	MD	21202
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">DRANT RYAN D</a>		
(Last)	(First)	(Middle)
1119 ST. PAUL STREET		
(Street)		
BALTIMORE	MD	21202
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">KOLLURI KRISHNA KITTU</a>		
(Last)	(First)	(Middle)
1119 ST. PAUL STREET		
(Street)		
BALTIMORE	MD	21202
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">LINEHAN CHARLES M</a>		
(Last)	(First)	(Middle)
1119 ST. PAUL STREET		
(Street)		
BALTIMORE	MD	21202
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
<a href="#">SANDELL SCOTT D</a>		
(Last)	(First)	(Middle)
1119 ST. PAUL STREET		

(Street)		
BALTIMORE	MD	21202
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>TRAINOR III EUGENE A</u>		
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(Last)	(First)	(Middle)
1119 ST. PAUL STREET		
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(Street)		
BALTIMORE	MD	21202
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(City)	(State)	(Zip)

**Explanation of Responses:**

- Each of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock automatically converted into the Issuer's common stock on a one for one basis upon the closing of the Issuer's initial public offering on June 5, 2007.
- The securities are directly held by New Enterprise Associates 11, Limited Partnership ("NEA 11") and indirectly held by NEA Partners 11, Limited Partnership ("NEA Partners 11"), the sole general partners of NEA 11, NEA 11 GP, LLC ("NEA GP"), the sole general partner of NEA Partners 11, and the individual managers of NEA GP (NEA Partners 11, NEA GP and the individual managers of NEA GP together, the "Indirect Reporting Person"). The individual managers of NEA GP are M. James Barrett, Forest Baskett, Ryan D. Drant, Krishna "Kittu" Kolluri, C. Richard Kramlich, Charles M. Linehan, Charles W. Newhall III, Mark W. Perry, Scott D. Sandell and Eugene A. Trainor III. Each Indirect Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 11 shares in which such Indirect Reporting Person has no actual pecuniary interest therein.
- Net exercise of warrant held by the Reporting Person for an aggregate acquisition of 8,669 shares of Common Stock.
- The warrant was net exercised upon the closing of the Issuer's initial public offering.

/s/ Shawn Conway, attorney-in-  
fact 06/07/2007

\*\* Signature of Reporting Person      Date

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.

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