

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>PROSPECT VENTURE PARTNERS II LP</u>			2. Issuer Name and Ticker or Trading Symbol <u>AMICUS THERAPEUTICS INC [FOLD]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/05/2007</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
C/O PROSPECT VENTURE PARTNERS 435 TASSO STREET, SUITE 200			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) PALO ALTO CA 94301								
(City) (State) (Zip)								

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		2,198,582	A	(1)	2,198,582	I	By Prospect Venture Partners II, L.P. ⁽²⁾
Common Stock	06/05/2007		X ⁽⁴⁾		14,892	A	\$6.375	2,213,474	I	By Prospect Venture Partners II, L.P. ⁽²⁾
Common Stock	06/05/2007		S ⁽⁴⁾		6,330	D	\$15	2,207,144	I	By Prospect Venture Partners II, L.P. ⁽²⁾
Common Stock	06/05/2007		C		33,478	A	(1)	33,478	I	By Prospect Associates II, L.P. ⁽³⁾
Common Stock	06/05/2007		X ⁽⁵⁾		227	A	\$6.375	33,705	I	By Prospect Associates II, L.P. ⁽³⁾
Common Stock	06/05/2007		S ⁽⁵⁾		97	D	\$15	33,608	I	By Prospect Associates II, L.P. ⁽³⁾

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			978,562 ⁽¹⁾	(1)	(1)	Common Stock	978,562 ⁽¹⁾	\$0	\$0	I	By Prospect Venture Partners II, L.P. ⁽²⁾
Series B Convertible Preferred Stock	(1)	06/05/2007		C			14,902 ⁽¹⁾	(1)	(1)	Common Stock	14,902 ⁽¹⁾	\$0	\$0	I	By Prospect Associates II, L.P. ⁽³⁾
Series C Convertible Preferred Stock	(1)	06/05/2007		C			1,000,978 ⁽¹⁾	(1)	(1)	Common Stock	1,000,978 ⁽¹⁾	\$0	\$0	I	By Prospect Venture Partners II, L.P. ⁽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 C Convertible Preferred Stock	(1)	06/05/2007		C			15,242 ⁽¹⁾	(1)	(1)	Common Stock	15,242 ⁽¹⁾	\$0	\$0	I	By Prospect Associates II, L.P. ⁽³⁾
Series D Convertible Preferred Stock	(1)	06/05/2007		C			219,042 ⁽¹⁾	(1)	(1)	Common Stock	219,042 ⁽¹⁾	\$0	\$0	I	By Prospect Venture Partners II, L.P. ⁽²⁾
Series D Convertible Preferred Stock	(1)	06/05/2007		C			3,334 ⁽¹⁾	(1)	(1)	Common Stock	3,334 ⁽¹⁾	\$0	\$0	I	By Prospect Associates II, L.P. ⁽³⁾
Warrant to purchase Series B Preferred Stock	\$6.375	06/05/2007		X			14,892	(6)	(6)	Common Stock	14,892	\$0	\$0	I	By Prospect Venture Partners II, L.P. ⁽²⁾
Warrant to purchase Series B Preferred Stock	\$6.375	06/05/2007		X			227	(7)	(7)	Common Stock	227	\$0	\$0	I	By Prospect Associates II, L.P. ⁽³⁾

1. Name and Address of Reporting Person^{*}
PROSPECT VENTURE PARTNERS II LP

(Last) (First) (Middle)
C/O PROSPECT VENTURE PARTNERS
435 TASSO STREET, SUITE 200

(Street)
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person^{*}
PROSPECT ASSOCIATES II LP

(Last) (First) (Middle)
C/O PROSPECT VENTURE PARTNERS
435 TASSO STREET, SUITE 200

(Street)
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person^{*}
PROSPECT MANAGEMENT CO II LLC

(Last) (First) (Middle)
C/O PROSPECT VENTURE PARTNERS
435 TASSO STREET, SUITE 200

(Street)
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person^{*}
TANANBAUM JAMES B

(Last) (First) (Middle)
C/O PROSPECT VENTURE PARTNERS
435 TASSO STREET, SUITE 200

(Street)
PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person^{*}

SCHNELL DAVID

(Last) (First) (Middle)

C/O PROSPECT VENTURE PARTNERS

435 TASSO STREET, SUITE 200

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person^{*}

HIRSCH RUSSELL C

(Last) (First) (Middle)

C/O PROSPECT VENTURE PARTNERS

435 TASSO STREET, SUITE 200

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

Explanation of Responses:

- Each share of the Issuer's Preferred Stock converted automatically into shares of the Issuer's Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- The shares are owned by Prospect Venture Partners II, L.P. ("PVP II"), which is under common control with Prospect Associates II, L.P. ("PA II"). Prospect Management Co. II, L.L.C. ("PMC II") serves as the sole general partner of PVP II. James B. Tananbaum, M.D., Alexander E. Barkas, Ph.D., David Schnell, M.D., and Russell C. Hirsch, M.D., Ph.D. are the Managing Directors of PMC II and shares voting and investment power over the shares held by PVP II. Each reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein. Dr. Barkas is a director of the Issuer and, accordingly, files separate Section 16 reports.
- The shares are owned by PA II. PMC II serves as the sole general partner of PA II. James B. Tananbaum, M.D., Alexander E. Barkas, Ph.D., David Schnell, M.D., and Russell C. Hirsch, M.D., Ph.D. are the Managing Directors of PMC II and shares voting and investment power over the shares held by PA II. Each reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein. Dr. Barkas is a director of the Issuer and, accordingly, files separate Section 16 reports.
- Net exercise of warrant held by PVP II for an aggregate acquisition of 8,562 shares of Common Stock.
- Net exercise of warrant held by PA II for an aggregate acquisition of 130 shares of Common Stock.
- The warrant is owned by PVP II and is immediately exercisable. The warrant was net exercised upon the closing of the Issuer's initial public offering.
- The warrant is owned by PA II and is immediately exercisable. The warrant was net exercised upon the closing of the Issuer's initial public offering.

/s/ Dave Markland, Attorney in
Fact for Prospect Venture 06/06/2007
Partners II, L.P.

/s/ Dave Markland, Attorney in
Fact for Prospect Associates II, 06/06/2007
L.P.

/s/ Dave Markland, Attorney in
Fact for Prospect Management 06/06/2007
Co. II, LLC

/s/ Dave Markland, Attorney in
Fact for James B. Tananbaum, 06/06/2007
M.D.

/s/ Dave Markland, Attorney in
Fact for David Schnell, M.D. 06/06/2007

/s/ Dave Markland, Attorney in
Fact for Russell C. Hirsch, M.D., 06/06/2007
Ph.D.

** 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.

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.