

VIACELL INC
Form 4
November 20, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

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 *
EVNIN LUKE

(Last) (First) (Middle)

C/O MPM ASSET
MANAGEMENT, 200
CLARENDON STREET, 54TH
FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VIACELL INC [VIAC]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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)
				(A) or (D) Code V Amount Price			
Common Stock	11/09/2007		U	5,012,274 D \$ 7.25	0	I	By BB BioVentures LP ⁽¹⁾
Common Stock	11/09/2007		U	335,628 D \$ 7.25	0	I	By MPM BioVentures Parallel Fund LP ⁽¹⁾
Common Stock	11/09/2007		U	25,283 D \$ 7.25	0	I	By MPM Asset Management Investors 2000A LLC ⁽¹⁾

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Common Stock	11/09/2007	U	14,444	D	\$ 7.25	0	I	By MPM BioVentures II LP ⁽²⁾
Common Stock	11/09/2007	U	130,880	D	\$ 7.25	0	I	By MPM BioVentures II-QP LP ⁽²⁾
Common Stock	11/09/2007	U	46,089	D	\$ 7.25	0	I	By MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ⁽²⁾
Common Stock	11/09/2007	U	2,715	D	\$ 7.25	0	I	By MPM Asset Management Investors 2001 LLC ⁽²⁾
Common Stock	11/09/2007	U	41,146	D	\$ 7.25	0	I	By MPM Founders LLC ⁽³⁾

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 required to respond unless the form displays a currently valid OMB control number.

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. 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EVNIN LUKE
C/O MPM ASSET MANAGEMENT

X

200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

MPM Founders LLC
C/O MPM ASSET MANAGEMENT
200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

X

Signatures

/s/ Luke Evnin 11/20/2007

__Signature of Reporting Person Date

By Luke Evnin, member of MPM Founders LLC /s/ Luke Evnin 11/20/2007

__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).
 BAB BioVentures L.P. and BAB BioVentures NV ("BAB NV") are the direct and indirect general partners of BB BioVentures, L.P. MPM BioVentures I L.P. and MPM BioVentures I LLC ("BioVentures LLC") are the direct and indirect general partners of MPM BioVentures Parallel Fund, L.P. BioVentures LLC has a 50% voting interest in BAB NV. Luke Evnin, Ansbert Gadicke and Michael Steinmetz are the managers of BAB NV, MPM Asset Management Investors 2000A LLC and BioVentures LLC. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (1) MPM Asset Management II, L.P. and MPM Asset Management II LLC ("AM II LLC") are the direct and indirect general partners of MPM BioVentures II-QP, L.P, MPM BioVentures II, L.P and MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG. Luke Evnin, Ansbert Gadicke, Michael Steinmetz, Nicholas Galakatos and Kurt Wheeler are the managers of AM II LLC and MPM Asset Management Investors 2001 LLC. Each of the group disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein.
- (2) Luke Evnin is a member of MPM Founders Fund LLC. Each of the group disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein.
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.