

AMICUS THERAPEUTICS INC
 Form 4
 February 28, 2008

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 *
 Topper James N

2. Issuer Name and Ticker or Trading Symbol
 AMICUS THERAPEUTICS INC
 [FOLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 550 HAMILTON AVENUE, SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/26/2008

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

PALO ALTO, CA 94301

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 | | 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) | | | |
| Common Stock | 02/28/2008 | | P | | 100 | A \$ 9.97 | 753,119 | I | By Frazier Healthcare IV, LP ⁽¹⁾ <u>(2)</u> |
| Common Stock | 02/28/2008 | | P | | 100 | A \$ 9.98 | 753,219 | I | By Frazier Healthcare IV, LP ⁽¹⁾ <u>(2)</u> |
| Common Stock | 02/28/2008 | | P | | 300 | A \$ 9.99 | 753,519 | I | By Frazier Healthcare IV, LP ⁽¹⁾ <u>(2)</u> |

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| | | | | | | | | |
|--------------|------------|---|-----|---|-----------|---------|---|---|
| Common Stock | 02/28/2008 | P | 900 | A | \$ 10 | 754,419 | I | <u>(2)</u> By Frazier Healthcare IV, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 100 | A | \$ 10.02 | 754,519 | I | <u>(2)</u> By Frazier Healthcare IV, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 100 | A | \$ 10.025 | 754,619 | I | <u>(2)</u> By Frazier Healthcare IV, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 261 | A | \$ 10.03 | 754,880 | I | <u>(2)</u> By Frazier Healthcare IV, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 801 | A | \$ 10.04 | 755,681 | I | <u>(2)</u> By Frazier Healthcare IV, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 900 | A | \$ 10.05 | 756,581 | I | <u>(2)</u> By Frazier Healthcare IV, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 100 | A | \$ 10.055 | 756,681 | I | <u>(2)</u> By Frazier Healthcare IV, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 421 | A | \$ 10.09 | 757,102 | I | <u>(2)</u> By Frazier Healthcare IV, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 179 | A | \$ 10.1 | 757,281 | I | <u>(2)</u> By Frazier Healthcare IV, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 123 | A | \$ 10.12 | 757,404 | I | <u>(2)</u> By Frazier Healthcare IV, LP <u>(1)</u> <u>(2)</u> |
| Common Stock | 02/28/2008 | P | 77 | A | \$ 10.13 | 757,481 | I | <u>(2)</u> By Frazier Healthcare IV, LP <u>(1)</u> <u>(2)</u> |

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|--------------|------------|--|---|-----|---|----------|-----------|---|---|
| Common Stock | 02/28/2008 | | P | 100 | A | \$ 10.14 | 757,581 | I | By Frazier Healthcare IV, LP ⁽¹⁾ <u>(2)</u> |
| Common Stock | 02/28/2008 | | P | 200 | A | \$ 10.15 | 757,781 | I | By Frazier Healthcare IV, LP ⁽¹⁾ <u>(2)</u> |
| Common Stock | 02/28/2008 | | P | 100 | A | \$ 10.16 | 757,881 | I | By Frazier Healthcare IV, LP ⁽¹⁾ <u>(2)</u> |
| Common Stock | 02/28/2008 | | P | 400 | A | \$ 10.49 | 758,281 | I | By Frazier Healthcare IV, LP ⁽¹⁾ <u>(2)</u> |
| Common Stock | 02/28/2008 | | P | 500 | A | \$ 10.05 | 758,781 | I | By Frazier Healthcare IV, LP ⁽¹⁾ <u>(2)</u> |
| Common Stock | | | | | | | 2,586,886 | I | By Frazier Healthcare IV, LP ⁽²⁾ <u>(3)</u> |
| Common Stock | | | | | | | 13,128 | I | By Frazier Affiliates IV, LP ⁽²⁾ <u>(3)</u> |

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

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(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 Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

| | | | | |
|------|-------------|------------|-------|--------|
| | Date | Expiration | Title | Amount |
| | Exercisable | Date | | or |
| | | | | Number |
| Code | V | (A) | (D) | of |
| | | | | Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Topper James N 550 HAMILTON AVENUE, SUITE 100 PALO ALTO, CA 94301 | X | X | | |

Signatures

/s/ James N. Topper 02/28/2008

**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) The securities are owned directly by the entity listed. Dr. Topper is a member of the investment committee of FHM V, LLC, the general partner of FHM V, L.P., which is the general partner of Frazier Healthcare V, L.P. As a member of the FHM V, LLC investment committee, Dr. Topper may be deemed to share voting and investment power for securities held by Frazier Healthcare V, L.P. Dr. Topper disclaims beneficial ownership of these shares except to the extent of his proportionate pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.

(2) There is no direct relationship among or between FHM V, LLC, FHM V, L.P. and Frazier Healthcare V, L.P., on the one hand, and FHM IV, LP, Frazier Healthcare IV, LP and Frazier Affiliates IV, LP, on the other. Beneficial ownership of Issuer shares as described herein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.

(3) The securities are owned directly by the entity listed. Dr. Topper is a limited partner of FHM IV, LP, the general partner of Frazier Healthcare IV, LP and Frazier Affiliates IV, LP. Voting and investment power over such shares is exercised by FHM IV, LLC in its role as the general partner of FHM IV, LP. Dr. Topper is not a member or an officer of FHM IV, LLC. Dr. Topper disclaims beneficial ownership of these shares except to the extent of his proportionate pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.

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.