Quirk Gerald E Form 4 January 07, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Quirk Gerald E

2. Issuer Name and Ticker or Trading

Symbol

INFINITY PHARMACEUTICALS,

INC. [INFI]

(Month/Day/Year)

01/05/2010

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Last) C/O INFINITY (First)

(Middle)

3. Date of Earliest Transaction

Director

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

X_ Officer (give title below) VP,Cor. Affairs & Gnrl Counsel

PHARMACEUTICALS, INC., 780

MEMORIAL DRIVE

(Street)

(State)

(Month/Day/Year)

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Code

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 02139

(City)

1.Title of

Security

(Instr. 3)

(Zip)

Execution Date, if

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

TransactionAcquired (A) or

Disposed of (D)

(Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially

6. Ownership Form: Direct (D) or Indirect Beneficial

(Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

(A)

Following Reported Transaction(s)

Owned

(Instr. 3 and 4) Code V Amount (D) Price

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

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SEC 1474 (9-02)

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

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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 or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 6.25	01/05/2010		A	25,440	<u>(1)</u>	01/05/2020	Common Stock	25,440

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Quirk Gerald E C/O INFINITY PHARMACEUTICALS, INC. 780 MEMORIAL DRIVE CAMBRIDGE, MA 02139

VP,Cor. Affairs & Gnrl Counsel

Signatures

/s/ Gerald E. 01/07/2010 Quirk

**Signature of Date
Reporting Person

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 option vests as to 1/48th of the shares on January 31, 2010 and vests as to 1/48th of the shares at the end of each calendar month thereafter.

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.

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