

VENROCK ENTREPRENEURS FUND IV L P
 Form 4
 May 10, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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).

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 *
 VENROCK ASSOCIATES IV L P

(Last) (First) (Middle)

C/O VENROCK, 3340 HILLVIEW AVENUE

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ALIMERA SCIENCES INC [ALIM]

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

05/06/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 05/06/2011 | | J | 850,000 (1) D \$ 0 | 3,099,070 | I | By Funds (2) |
| Common Stock | 05/06/2011 | | J | 11,293 (3) A \$ 0 | 3,110,363 | I | By Funds and LLC's (2) (3) |

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)

| 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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VENROCK ASSOCIATES IV L P C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304 | | X | | |
| Venrock Management IV, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304 | | X | | |
| Venrock Partners, L.P. C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304 | | X | | |
| Venrock Partners Management, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304 | | X | | |
| VENROCK ENTREPRENEURS FUND IV L P C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304 | | X | | |
| VEF Management IV, LLC C/O VENROCK 3340 HILLVIEW AVENUE PALO ALTO, CA 94304 | | X | | |

Signatures

/s/ David L. Stepp, Authorized Signatory 05/10/2011

__Signature of Reporting Person Date

/s/ David L. Stepp, Authorized Signatory 05/10/2011

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/s/ David L. Stepp, Authorized Signatory 05/10/2011

__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).

On May 6, 2011, Venrock Associates IV, L.P. ("VA4"), Venrock Partners, L.P. ("VP") and Venrock Entrepreneurs Fund IV, L.P.

(1) ("VEF4") (collectively, the "Venrock Funds") distributed an aggregate of 850,000 shares of the common stock of the Issuer to their respective partners pro rata based on their respective capital interests in the Venrock Funds (the "Distribution").

Following the Distribution, the Venrock Funds' shares are held as follows: 2,522,646 shares held by VA4, 514,445 shares held by VP and 61,979 shares held by VEF4. Venrock Management IV, LLC ("VM4"), Venrock Partners Management, LLC ("VPM") and VEF

(2) Management IV, LLC ("VEFM4") are the sole general partners of VA4, VP and VEF4, respectively. Anders Hove, a former director of the Issuer, is a member of VM4, VPM and VEFM4. Dr. Hove expressly disclaims beneficial ownership over all shares held by VA4, VP and VEF4, except to the extent of his indirect pecuniary interest therein. VM4, VPM and VEFM4 expressly disclaim beneficial ownership over all shares held by VA4, VP and VEF4, except to the extent of their indirect pecuniary interest therein.

(3) In the Distribution, VM4 received 9,225 shares, VPM received 1,943 shares and VEFM4 received 125 shares. For these entities, this represents a change in form of ownership from indirect to direct but does not represent a change in beneficial ownership.

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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