

TRAINOR III EUGENE A
 Form 4
 June 07, 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 *
 NEW ENTERPRISE ASSOCIATES
 11 LP

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)
 1119 ST. PAUL STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/05/2007

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

BALTIMORE, MD 21202
 (City) (State) (Zip)

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

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/05/2007		C		3,650,488	A	①
Common Stock	06/05/2007		X ⁽³⁾		15,077	A	\$ 6.375
Common Stock	06/05/2007		S ⁽³⁾		6,408	D	\$ 15

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

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number.

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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Series B Convertible Preferred Stock	<u>(1)</u>	06/05/2007		C	990,796	<u>(1)</u> <u>(1)</u>	Common Stock
Series C Convertible Preferred Stock	<u>(1)</u>	06/05/2007		C	1,016,220	<u>(1)</u> <u>(1)</u>	Common Stock
Series D Convertible Preferred Stock	<u>(1)</u>	06/05/2007		C	1,643,472	<u>(1)</u> <u>(1)</u>	Common Stock
Series B Convertible Preferred Stock Warrant (Right to Buy)	\$ 6.375	06/05/2007		X	15,077	05/04/2004 ⁽⁴⁾ 05/04/2014 ⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEW ENTERPRISE ASSOCIATES 11 LP 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		
NEA PARTNERS 11 LP 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		
NEA 11 GP, LLC 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		

BARRETT M JAMES 1119 ST. PAUL STREET BALTIMORE, MD 21202	X
BASKETT FOREST 1119 ST. PAUL STREET BALTIMORE, MD 21202	X
DRANT RYAN D 1119 ST. PAUL STREET BALTIMORE, MD 21202	X
KOLLURI KRISHNA KITTU 1119 ST. PAUL STREET BALTIMORE, MD 21202	X
LINEHAN CHARLES M 1119 ST. PAUL STREET BALTIMORE, MD 21202	X
SANDELL SCOTT D 1119 ST. PAUL STREET BALTIMORE, MD 21202	X
TRAINOR III EUGENE A 1119 ST. PAUL STREET BALTIMORE, MD 21202	X

Signatures

/s/ Shawn Conway,
attorney-in-fact

06/07/2007

__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).

Each of the Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock
(1) automatically converted into the Issuer's common stock on a one for one basis upon the closing of the Issuer's initial public offering on June 5, 2007.

(2) The securities are directly held by New Enterprise Associates 11, Limited Partnership ("NEA 11") and indirectly held by NEA PARTners 11, Limited Partnership ("NEA Partners 11"), the sole general partners of NEA 11, NEA 11 GP, LLC ("NEA GP"), the sole general partner of NEA Partners 11, and the individual managers of NEA GP (NEA Partners 11, NEA GP and the individual managers of NEA GP together, the "Indirect Reporting Person"). The individual managers of NEA GP are M. James Barrett, Forest Baskett, Ryan D. Drant, Krishna "Kittu" Kolluri, C. Richard Kramlich, Charles M. Linehan, Charles W. Newhall III, Mark W. Perry, Scott D. Sandell and Eugene A. Trainor III. Each Indirect Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 11 shares in which such Indirect Reporting Person has no actual pecuniary interest therein.

(3) Net exercise of warrant held by the Reporting Person for an aggregate acquisition of 8,669 shares of Common Stock.

(4) The warrant was net exercised upon the closing of the Issuer's initial public offering.

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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