

MCGUIRE TERRANCE
Form 4
November 16, 2011

FORM 4

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

OMB APPROVAL

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Expires: January 31, 2015
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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 *
Polaris Venture Management Co IV LLC

(Last) (First) (Middle)

C/O POLARIS VENTURE PARTNERS, 1000 WINTER STREET

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ALIMERA SCIENCES INC [ALIM]

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

11/14/2011

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) ___X___ Other (specify below)

May be part of 13(d) group

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 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)	Price			
Common Stock	11/14/2011		S		2,559	D	\$ 1,7652 (1)	65,747	I	See Footnote (2)
Common Stock	11/14/2011		S		167,747	D	\$ 1.7652 (3)	3,542,633	I	See Footnote (4)
Common Stock	11/15/2011		S		5,203	D	\$ 1.4659 (5)	60,544	I	See Footnote (2)
Common	11/15/2011		S		294,822	D	\$	3,247,811	I	See

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Stock	1,4659 <u>(6)</u>	Footnote <u>(4)</u>
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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 (Instr. 3 and 4)
				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
Polaris Venture Management Co IV LLC C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451	X		May be part of 13(d) group
SPOON ALAN G C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451	X		May be part of 13(d) group.
Flint Jonathan A C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451	X		May be part of 13(d) group.
MCGUIRE TERRANCE C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET	X		May be part of 13(d) group.

WALTHAM, MA 02451

POLARIS VENTURE PARTNERS IV LP C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451	X	May be part of 13(d) group.
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POLARIS VENTURE PARTNERS ENTREPRENEURS FUND IV LP C/O POLARIS VENTURE PARTNERS 1000 WINTER STREET WALTHAM, MA 02451	X	May be part of 13(d) group.
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Signatures

/s/ Alan Spoon		11/16/2011
	**Signature of Reporting Person	Date
/s/ Jonathan A. Flint		11/16/2011
	**Signature of Reporting Person	Date
/s/ Terrance G. McGuire		11/16/2011
	**Signature of Reporting Person	Date
/s/ John Gannon, Authorized signatory for Polaris Venture Management Co., IV, L.L.C.		11/16/2011
	**Signature of Reporting Person	Date
/s/ John Gannon, Authorized signatory for Polaris Venture Partners IV, L.P.		11/16/2011
	**Signature of Reporting Person	Date
/s/ John Gannon, Authorized signatory for Polaris Venture Partners Entrepreneurs' Fund IV, L.P.		11/16/2011
	**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).
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.67 to \$2.00, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (5) to this Form 4.
- (2) The reportable securities are owned directly by Polaris Venture Partners Entrepreneurs' Fund IV, L.P. ("PVPE IV"). Polaris Venture Management Co. IV, L.L.C. ("PVM IV") is the general partner of PVPE IV. PVM IV disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM IV is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein. Each of Jonathan A. Flint ("Flint"), Terrance G. McGuire ("McGuire") and Alan G. Spoon ("Spoon") are the managing members of PVM IV. Each of Flint, McGuire and Spoon disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.67 to \$2.00, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3) and (6) to this Form 4.
- (4) The reportable securities are owned directly by Polaris Venture Partners IV, L.P. ("PVP IV"). PVM IV is the general partner of PVP IV. PVM IV disclaims beneficial ownership of these securities and this report shall not be deemed an admission that PVM

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IV is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of its pecuniary interest therein. Each of Flint, McGuire and Spoon are the managing members of PVM IV. Each of Flint, McGuire and Spoon disclaims beneficial ownership of these securities and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.

- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.40 to \$1.605, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.40 to \$1.605, inclusive.

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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