IRONWOOD PHARMACEUTICALS INC Form 3 June 04, 2014 UNITED STATES SECURITIES AND EXCHANGE COMMISSION FORM 3 Washington, D.C. 20549

INITIAL STATEMENT OF 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

OMB APPROVAL

OMB 3235-0104 Number: January 31, Expires: 2005 Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> WILLIAMS DOUGLAS E	2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol IRONWOOD PHARMACEUTICALS INC [IRWD]					
(Last) (First) (Middle)	06/03/2014	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)			
PHARMACEUTICALS,		(Check al	l applicable)				
INC., 301 BINNEY STREET (Street) CAMBRIDGE, MA 02142		X_ Director10% Owner OfficerOther (give title below) (specify below)		6. Individual or Joint/Group			
(City) (State) (Zip)	Table I - Non-Derivative Securities Beneficially Owned						
1.Title of Security (Instr. 4)	2. Amount of Beneficially (Instr. 4)	Owned C F C o o	Ownership (4. Nature of Indirect Beneficial Ownership Instr. 5)			
Reminder: Report on a separate line for ea owned directly or indirectly.	ch class of securities benefici	ally SEC	C 1473 (7-02)				
Dereene whe ree	nand to the collection of						

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D)	

Shares

or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address		Relationships					
			10% Owner	Officer	Other		
WILLIAMS DOUGLAS E C/O IRONWOOD PHARMACEUTICAI 301 BINNEY STREET CAMBRIDGE, MA 02142	LS, INC.	ÂX	Â	Â	Â		
Signatures							
/s/ Halley E. Gilbert Attorney-in-Fact	06/04/201	4					
<pre>#*Signature of Reporting Person</pre>	Date						

Explanation of Responses:

No securities are beneficially owned

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

Â

Remarks:

Exhibit 24 - Power of Attorney

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.