

INSMED INC
Form 4
May 22, 2009

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CONDON KENNETH G

(Last) (First) (Middle)

**C/O AMERICAN
INTERNATIONAL
COLLEGE, 1000 STATE STREET**

(Street)

SPRINGFIELD, MA 01109

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
INSMED INC [INSM]

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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	(A) or (D)	Price
Restricted Stock ⁽¹⁾	05/20/2009		A		14,620	A	\$ 0
					134,720		D

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

**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.**

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 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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
							Amount or Number of Shares		
							Title		
							Date Exercisable	Expiration Date	
							Code	V	(A) (D)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CONDON KENNETH G C/O AMERICAN INTERNATIONAL COLLEGE 1000 STATE STREET SPRINGFIELD, MA 01109	X

Signatures

Kevin P. Tully, as Attorney-in-Fact	05/22/2009
**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) This Restricted Stock will vest one year from the date of grant.
- 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. face="Times New Roman">

8.

Shared Dispositive Power

9.

Aggregate Amount Beneficially Owned by Each Reporting Person

1,523,507 **see Note 1**

10.

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

N/A

11.

Explanation of Responses:

Percent of Class Represented by Amount in Row (9)

6.33%

12.

Type of Reporting Person (See Instructions)

IA

Item 1.

(a)

Explanation of Responses:

Name of Issuer

TWEETER HOME ENTMT G

(b)

Address of Issuer's Principal Executive Offices

40 Pequot Way, Canton, MA 02021-2306

Explanation of Responses:

Item 2.

(a)

Name of Person Filing

Dimensional Fund Advisors Inc.

(b)

Address of Principal Business Office or, if none, Residence

1299 Ocean Avenue, 11th Floor, Santa Monica, CA 90401

Explanation of Responses:

(c)

Citizenship

Delaware Corporation

(d)

Title of Class of Securities

Common Stock

Explanation of Responses:

(e)

CUSIP Number

901167106

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

[]

Explanation of Responses:

Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)

[]

Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)

[]

Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)

[]

Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e)

☒ [X]

An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f)

☐ []

An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g)

☐ []

A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h)

☐ []

Explanation of Responses:

A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)

[]

A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)

[]

Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4.

Ownership.

Explanation of Responses:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a)

Amount beneficially owned:

1,523,507 **see Note 1**

(b)

Percent of class:

6.33%

(c)

Number of shares as to which the person has:

(i)

Sole power to vote or to direct the vote:

1,523,507 **see Note 1**

(ii)

Shared power to vote or to direct the vote:

0

(iii)

Sole power to dispose or to direct the disposition of:

1,523,507 **see Note 1**

(iv)

Shared power to dispose or to direct the disposition of:

0

** Note 1 ** Dimensional Fund Advisors Inc. (Dimensional), an investment advisor registered under Section 203 of the Investment Advisors Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager to certain other commingled group trusts and

separate accounts. These investment companies, trusts and accounts are the Funds. In its role as investment advisor or manager, Dimensional possesses voting and/or investment power over the securities of the Issuer described in this schedule that are owned by the Funds, and may be deemed to be the beneficial owner of the shares of the Issuer held by the Funds. However, all securities reported in this schedule are owned by the Funds. Dimensional disclaims beneficial ownership of such securities. In addition, the filing of this Schedule 13G shall not be construed as an admission that the reporting person or any of its affiliates is the beneficial owner of any securities covered by this Schedule 13G for any other purposes than Section 13(d) of the Securities Exchange Act of 1934.

Item 5.

Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [☐].

Item 6.

Ownership of More than Five Percent on Behalf of Another Person.

All securities reported in this schedule are owned by advisory clients of Dimensional Fund Advisors Inc., no one of which, to the knowledge of Dimensional Fund Advisors, Inc., owns more than 5% of the class. Dimensional Fund Advisors Inc. disclaims beneficial ownership of all such securities.

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Explanation of Responses:

N/A

Item 8.

Identification and Classification of Members of the Group

N/A

Item 9.

Notice of Dissolution of Group

N/A

Item 10.

Certification

Explanation of Responses:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DIMENSIONAL FUND ADVISORS INC.

February 6, 2004

Date

/s/ Catherine L. Newell

Signature

Vice President and Secretary

Title