## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Vashington,	D.C.	20549

OMB APPROVAL 3235-0287 OMB Number: 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)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Name and Address of Reporting Person*					2. Issuer Name and Ticker or Trading Symbol METABOLIX, INC. [ MBLX ]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
SHAULSON JOSEPH H			1	X						Director		1	10% Owner			
(Last) (First) (Middle) C/O METABOLIX, INC. 21 ERIE STREET					3. Date of Earliest Transaction (Month/Day/Year) 12/19/2013							Officer (give title below)		Other (specify below)		pecify
(Street)	IDGE N	ИΑ	02139		4. If Amendment, Date of Original Filed (Month/Day/Year)					ndividual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person						
(City)	(:	State)	(Zip)													
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
Date				action 2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Ins				5. Amount Securities Beneficiall Owned Fol	y	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
			Code V			Amou	nt (A) (D)	or Price	Reported Transactio (Instr. 3 an				(Instr. 4)			
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	(Month/Day/Year) if any	Execution Date,	Transaction Code (Instr. 8)		Derivative E		6. Date Exercisable and Expiration Date (Month/Day/Year)		Securities Derivative	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number derivative Securities Beneficial Owned Following Reported	Own For Ily Dir Or (I)	nership m: ect (D) ndirect Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transactio (Instr. 4)	on(s)		
Stock Option (right to buy)	\$1.33	12/19/2013		A		1,150,000		(1)(4)	12/19/202	3 Common Stock	1,150,000	\$0	1,150,0	00	D	
Stock Option (right to buy)	\$1.2	12/19/2013		A		250,000		(2)	(2)	Common Stock	250,000	\$0	250,00	00	D	
Restricted Stock Units	\$0	12/19/2013		A		600,000		(3)(4)	(3)	Common Stock	600,000	\$0	600,00	00	D	

## **Explanation of Responses:**

- 1. 25% of the option shares will vest on the two-year anniversary of the vesting commencement date of January 2, 2014 (the "Commencement Date"); 25% of the shares will vest on the three-year anniversary of the Commencement Date; and the remaining 50% of the shares will vest on the four-year anniversary of the Commencement Date.
- 2. Pursuant to the reporting person's employment agreement with the Issuer (the "Employment Agreement"), the reporting person agreed to purchase 250,000 shares of the Issuer's common stock within 30 days of the Commencement Date at a price 10% below the closing price of the Issuer's common stock on December 19, 2013.
- 3. The restricted stock units (the "RSUs") represent a contingent right to receive shares of the Issuer's common stock. Vesting of the RSUs is triggered, if at all, by the achievement of certain stock price or revenue based targets as set forth in the Employment Agreement. If performance targets are met, the RSUs vest in various percentages on the first, second and third anniversaries, respectively, of the date such targets are achieved. To the extent vesting of the RSU's has not been triggered prior to the two-year anniversary of the Commencement Date, the RSUs will be forfeited and shall not vest under any circumstances.
- 4. Vesting of the option shares and RSU's is also subject to certain acceleration, continuation and termination provisions set forth in the Employment Agreement.

/s/ Sarah P. Cecil, attorney-in-

**fact** 

\*\* Signature of Reporting Person

Date

12/23/2013

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

- $^{\star}$  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).

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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