FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL							
OMB Number:	3235-0287						
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 or Section 30(h) of the Investment Company Act of 1940

	d Address of EDWAR	Reporting Persor	*						er or Tra							ck all app	,	ng Perso	` ,		
(Last) C/O MET 21 ERIE	ΓABOLIX,	irst) INC.	(Middle)		04/2	24/20	007		nsaction (Month/Day/Year) e of Original Filed (Month/Day/Year)							Offic belov	er (give title w)		10% Owner Other (specify below)		
(Street) CAMBR		(A tate)	02139 (Zip)		,	The second of th										X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(Oily)				n-Deriv	ative	Sec	uritie	s Acc	uired.	Dis	posed o	of, c	or Bei	nefic	ially	Owne	ed				
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A)			d (A) o	5. Amount of Securities Beneficially Owned Follow		unt of ies ially Following	Form: Di (D) or In	orm: Direct	7. Nature of Indirect Beneficial Ownership				
								Code	v	Amount (A)		(A) or (D)	Pric	e	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)		
Common Stock 04/2			04/24/	/2007				G		1,006		A	\$	S <mark>O</mark>	413,594		D				
Common	Stock			04/24/	/2007				G		13,909)	A	\$	SO	42	7,503	D			
Common Stock		04/24/2007				G		1,006		D	\$0		72,926		I		By Metabolix Common 2005 GRAT ⁽¹⁾				
Common Stock			04/24/	04/24/2007				G		13,909 D		9	SO	121,403		I		By Metabolix Preferred 2005 GRAT ⁽¹⁾			
		٦									sed of, onvertib					wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year	3A. Deer Execution if any (Month/E	n Date, Day/Year) -	4. Transactic Code (Inst 8)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				e	or Nun of		f g g Instr. 3	Dei Ser (Ins	Price of rivative curity str. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Owi For Dire or li (I) (I	nership n: ct (D) ndirect nstr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

Explanation of Responses:

1. The Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest, if any.

/s/ Sarah P. Cecil, attorney-in-04/26/2007 fact

** Signature of Reporting Person Date

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

- * 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.

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 Number.