SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

3235-0104 OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Katragadda Aninda	2. Date of Even Requiring State (Month/Day/Yea 11/09/2006	ment	3. Issuer Name and Ticker or Trading Symbol METABOLIX, INC.					
(Last) (First) (Middle) C/O METABOLIX, INC.			4. Relationship of Reporting Perso (Check all applicable) Director	10% Owne	er (Mo	5. If Amendment, Date of Original Filed (Month/Day/Year)		
21 ERIE STREET			X Officer (give title below)	Other (spe below)	Apr	6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street) CAMBRIDGE MA 02139			Controller		2	-	y One Reporting Person y More than One erson	
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
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 Securi Underlying Derivative Securit		4. Conversion or Exercise	Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Series 05 Preferred Stock	(1)	(1)	Common Stock	4,200	(1)	D		
Stock Option (right to buy)	(2)	09/20/2015	Common Stock	40,865	1.65	D		
Series 05 Preferred Stock	(1)	(1)	Common Stock	40,000	(1)	I	See Footnote ⁽³⁾	

Explanation of Responses:

1. The Issuer's preferred stock will automatically be converted into Common Stock on a .8173-for-1 basis upon the closing of the Issuer's initial public offering.

2. This option vests at the rate of 6.25% per quarter from 9/6/05.

3. Held by a trust for the benefit of family members. The reporting person disclaims beneficial ownership of such shares except to the extent of her pecuniary interest, if any.

Remarks:

Exhibit 24 - Power of Attorney

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

<u>fact</u>

11/09/2006

** 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 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).

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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints James J. Barber, Thomas G. Auchincloss, Jr., Aninda Katragadda, Sarah Cecil, Christopher J. Denn, John M. Mutkoski, and Robert E. Puopolo and any one of them acting singly, the true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities (until revoked in writing) to execute for and on behalf of the undersigned, in any and all of the undersigned's capacities, any and all statements on Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by Metabolix, Inc. (the "Company") in accordance with Sections 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as the undersigned might or could do in person thereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of October 24, 2006.

Signature: /s/ Aninda Katragadda

Name: Aninda Katragadda