

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>BARKAS ALEXANDER E</u> <hr/> (Last) (First) (Middle) <u>C/O PROSPECT VENTURE PARTNERS</u> <u>435 TASSO STREET, SUITE 200</u> <hr/> (Street) <u>PALO ALTO CA 94301</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMICUS THERAPEUTICS INC [FOLD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/05/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/05/2007		C		2,198,582	A	(1)	2,198,582	I	By Prospect Venture Partners II, L.P. ⁽²⁾
Common Stock	06/05/2007		X ⁽⁴⁾		14,892	A	\$6.375	2,213,474	I	By Prospect Venture Partners II, L.P. ⁽²⁾
Common Stock	06/05/2007		S ⁽⁴⁾		6,330	D	\$15	2,207,144	I	By Prospect Venture Partners II, L.P. ⁽²⁾
Common Stock	06/05/2007		C		33,478	A	(1)	33,478	I	By Prospect Associates II, L.P. ⁽³⁾
Common Stock	06/05/2007		X ⁽⁵⁾		227	A	\$6.375	33,705	I	By Prospect Associates II, L.P. ⁽³⁾
Common Stock	06/05/2007		S ⁽⁵⁾		97	D	\$15	33,608	I	By Prospect Associates II, L.P. ⁽³⁾

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	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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Convertible Preferred Stock	(1)	06/05/2007		C			978,562 ⁽¹⁾	(1)	(1)	Common Stock	978,562 ⁽¹⁾	\$0	\$0	I	By Prospect Venture Partners II, L.P. ⁽²⁾
Series B Convertible Preferred Stock	(1)	06/05/2007		C			14,902 ⁽¹⁾	(1)	(1)	Common Stock	14,902 ⁽¹⁾	\$0	\$0	I	By Prospect Associates II, L.P. ⁽³⁾
Series C Convertible Preferred Stock	(1)	06/05/2007		C			1,000,978 ⁽¹⁾	(1)	(1)	Common Stock	1,000,978 ⁽¹⁾	\$0	\$0	I	By Prospect Venture Partners II, L.P. ⁽²⁾

**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	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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series C Convertible Preferred Stock	(1)	06/05/2007		C			15,242 ⁽¹⁾	(1)	(1)	Common Stock	15,242 ⁽¹⁾	\$0	\$0	I	By Prospect Associates II, L.P. ⁽³⁾
Series D Convertible Preferred Stock	(1)	06/05/2007		C			219,042 ⁽¹⁾	(1)	(1)	Common Stock	219,042 ⁽¹⁾	\$0	\$0	I	By Prospect Venture Partners II, L.P. ⁽²⁾
Series D Convertible Preferred Stock	(1)	06/05/2007		C			3,334 ⁽¹⁾	(1)	(1)	Common Stock	3,334 ⁽¹⁾	\$0	\$0	I	By Prospect Associates II, L.P. ⁽³⁾
Warrant to purchase Series B Preferred Stock	\$6.375	06/05/2007		X			14,892	(6)	(6)	Common Stock	14,892	\$0	\$0	I	By Prospect Venture Partners II, L.P. ⁽²⁾
Warrant to purchase Series B Preferred Stock	\$6.375	06/05/2007		X			227	(7)	(7)	Common Stock	227	\$0	\$0	I	By Prospect Associates II, L.P. ⁽³⁾

Explanation of Responses:

- Each share of the Issuer's Preferred Stock converted automatically into shares of the Issuer's Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- The shares are owned by Prospect Venture Partners II, L.P. ("PVP II"), which is under common control with Prospect Associates II, L.P. ("PA II"). Prospect Management Co. II, L.L.C. ("PMC II") serves as the sole general partner of PVP II. Alexander E. Barkas, Ph.D. is a Managing Director of PMC II and shares voting and investment power over the shares held by PVP II. The reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.
- The shares are owned by PA II. PMC II serves as the sole general partner of PA II. Alexander E. Barkas, Ph.D. is a Managing Director of PMC II and shares voting and investment power over the shares held by PA II. The reporting person disclaims beneficial ownership of the shares reported herein, except to the extent of his proportionate pecuniary interest therein.
- Net exercise of warrant held by PVP II for an aggregate acquisition of 8,562 shares of Common Stock.
- Net exercise of warrant held by PA II for an aggregate acquisition of 130 shares of Common Stock.
- The warrant is owned by PVP II and is immediately exercisable. The warrant was net exercised upon the closing of the Issuer's initial public offering.
- The warrant is owned by PA II and is immediately exercisable. The warrant was net exercised upon the closing of the Issuer's initial public offering.

/s/ Dave Markland, Attorney in
Fact for Alexander E. Barkas, 06/06/2007
Ph.D.

** 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.

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