Franken Michael Form 3 June 19, 2012

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting

Person *

A Franken Michael

(Last)

(First)

(Middle)

(Month/Day/Year)

04/11/2012

Radius Health, Inc. [NONE]

C/O RADIUS HEALTH, INC.

201 BROADWAY, 6TH

FLOOR

(Street)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Statement

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

(give title below) (specify below)

Sr. V.P. & Chief Bus. Officer

Director _X__ Officer

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

CAMBRIDGE, MAÂ 02139

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

3.

Ownership

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Form: Direct (D) or Indirect (I)

(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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.

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 Securities Underlying **Derivative Security**

4 Conversion or Exercise Price of

5. Ownership Form of

Direct (D)

6. Nature of Indirect Beneficial Ownership

Date Exercisable Expiration

Date

Title

(Instr. 4)

Amount or Number of Derivative Security

Derivative (Instr. 5) Security:

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Stock Option (Right to Buy)

Shares

Or Indirect (I) (Instr. 5)

Common Stock

70,000 \$ 4.21 D Â

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Franken Michael

C/O RADIUS HEALTH, INC. 201 BROADWAY 6TH FLOOR

CAMBRIDGE, MAÂ 02139

Signatures

/s/ Michael
Franken

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) 25% of the shares subject to the stock option vest on March 26, 2013 and 6.25% of the shares subject to the stock option vest each quarter thereafter.

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.

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