

IRONWOOD PHARMACEUTICALS INC

Form 3

September 24, 2010

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 *

Â FMR LLC

(Last) (First) (Middle)

82 DEVONSHIRE STREET

(Street)

BOSTON,Â MAÂ 02109

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/02/2010

3. Issuer Name and Ticker or Trading Symbol

IRONWOOD PHARMACEUTICALS INC [IRWD]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director 10% Owner

___ Officer Other

(give title below) (specify below)

Edward C. Johnson 3d

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)

Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Class A Common Stock

3,687,050

I

By Beacon Bioventures Limited Partnership

Class A Common Stock

24,988

I

By Beacon Bioventures Principals Limited Partnership

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

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|-------|----------------------------|------------------------------|---|
| | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|--------------------------|-------------------------------------|--------------------------|----------------------|
| | Director | 10% Owner | Officer | Other |
| FMR LLC 82 DEVONSHIRE STREET BOSTON, MA 02109 | <input type="checkbox"/> | <input checked="" type="checkbox"/> | <input type="checkbox"/> | Edward C. Johnson 3d |

Signatures

Daniel T. Gallagher, Duly authorized under Powers of Attorney effective as of July 21, 2009, by and on behalf of FMR LLC and its direct and indirect subsidiaries, and by and on behalf of Edward C. Johnson 3d

09/24/2010

____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).

^

Remarks:

The determination of 10% beneficial ownership status is based on updated information on Class 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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