

# ACORDA THERAPEUTICS INC

Reported by  
**STEINMETZ MICHAEL**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 02/09/06 for the Period Ending 02/09/06

Address	420 SAW MILL RIVER ROAD ARDSLEY, NY 10502
Telephone	914-347-4300
CIK	0001008848
Symbol	ACOR
SIC Code	2836 - Biological Products, Except Diagnostic Substances
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

# FORM 3

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

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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

1. Name and Address of Reporting Person *  <b>STEINMETZ MICHAEL</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>2/9/2006</b>	3. Issuer Name <b>and</b> Ticker or Trading Symbol  <b>ACORDA THERAPEUTICS INC [ACOR]</b>
(Last) (First) (Middle)  <b>C/O MPM ASSET MANAGEMENT, 200 CLARENDON STREET, 54TH FLOOR</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span>	
(Street)  <b>BOSTON, MA 02116</b>  (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Sereis E-1 Convertible Preferred Stock</b>	(1)	(1)	<b>Common Stock</b>	<b>125161</b> (2)	<b>\$13.806</b> (2)	<b>I</b>	<b>See Footnote</b> (3)
<b>Series E-2 Convertible Preferred Stock</b>	(1)	(1)	<b>Common Stock</b>	<b>381965</b> (2)	<b>\$13.806</b> (2)	<b>I</b>	<b>See Footnote</b> (4)
<b>Series H Convertible Preferred Stock</b>	(1)	(1)	<b>Common Stock</b>	<b>6518</b> (2)	<b>\$15.3348</b> (2)	<b>I</b>	<b>See Footnote</b> (5)
<b>Series I Convertible Preferred Stock</b>	(1)	(1)	<b>Common Stock</b>	<b>145330</b> (2)	<b>\$17.1132</b> (2)	<b>I</b>	<b>See Footnote</b> (6)
<b>Series J Convertible Preferred</b>			<b>Common</b>	<b>981159</b>	<b>\$7.644</b>		

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Stock</b>	(1)	(1)	<b>Stock</b>	(2)	(2)	<b>I</b>	<b>See Footnote (7)</b>

**Explanation of Responses:**

- (1) The convertible preferred stock is convertible at any time, at the holder's discretion, and has no expiration date.
- (2) The number of shares underlying convertible preferred stock in column 3 of Table II represents the number of shares of Common Stock of the Issuer that the convertible preferred stock will automatically convert into upon the closing of the Issuer's initial public offering.
- (3) These shares are held as follows: 114,686 shares by BB BioVentures, L.P. ("BBBV"), 1,439 shares by MPM Asset Management Investors 1998 LLC ("AM 1998") and 9,036 shares by MPM BioVentures Parallel Fund, L.P. ("BV PF"). MPM BioVentures I, L.P. ("BV I") and MPM BioVentures I LLC ("BV I LLC") are the direct and indirect general partners of BV PF. BAB BioVentures L.P. ("BAB BV"), BAB BioVentures, N.V. ("BAB NV") and BV I LLC are the direct and indirect general partners of BBBV. The Reporting Person is a manager of AM 1998 and BV I LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.
- (4) These shares are held as follows: 349,996 shares by BBBV, 4,392 shares by AM 1998 and 27,577 shares by BV PF. BV I and BV I LLC are the direct and indirect general partners of BV PF. BAB BV, BAB NV and BV I LLC are the direct and indirect general partners of BBBV. The Reporting Person is a manager of AM 1998 and BV I LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.
- (5) These shares are held as follows: 5,674 shares by BBBV, 74 shares by AM 1998 and 770 shares by BV PF. BV I and BV I LLC are the direct and indirect general partners of BV PF. BAB BV, BAB NV and BV I LLC are the direct and indirect general partners of BBBV. The Reporting Person is a manager of AM 1998 and BV I LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.
- (6) These shares are held as follows: 124,840 shares by BBBV, 1,670 shares by AM 1998 and 18,820 shares by BV PF. BV I and BV I LLC are the direct and indirect general partners of BV PF. BAB BV, BAB NV and BV I LLC are the direct and indirect general partners of BBBV. The Reporting Person is a manager of AM 1998 and BV I LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.
- (7) These shares are held as follows: 870,999 shares by BBBV, 11,283 shares by AM 1998 and 98,877 shares by BV PF. BV I and BV I LLC are the direct and indirect general partners of BV PF. BAB BV, BAB NV and BV I LLC are the direct and indirect general partners of BBBV. The Reporting Person is a manager of AM 1998 and BV I LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>STEINMETZ MICHAEL C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR  BOSTON, MA 02116</b>	<b>X</b>	<b>X</b>		

**Signatures**

/s/ Michael Steinmetz

2/9/2006

Date

\*\* Signature of Reporting Person

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.

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