

OMB APPROVAL	
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**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

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>Reeve Emma</u>  (Last) (First) (Middle) C/O CONSTELLATION PHARMACEUTICALS, INC. 215 FIRST STREET, SUITE 200  (Street) CAMBRIDGE MA 02142  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONSTELLATION PHARMACEUTICALS INC [ CNST ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <b>Chief Financial Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 05/08/2020	
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	05/08/2020		M		6,085	A	\$8.04	6,085	D	
Common Stock	05/08/2020		M		6,656	A	\$11.5	12,741	D	
Common Stock	05/08/2020		s <sup>(1)</sup>		12,741	D	\$49.5295 <sup>(2)</sup>	0.00	D	
Common Stock	05/11/2020		M		2,628	A	\$11.5	2,628	D	
Common Stock	05/11/2020		M		10,736	A	\$8.76	13,364	D	
Common Stock	05/11/2020		M		1,178	A	\$7.6	14,542	D	
Common Stock	05/11/2020		M		1,520	A	\$6.61	16,062	D	
Common Stock	05/11/2020		s <sup>(1)</sup>		16,062	D	\$49.5345 <sup>(3)</sup>	0.00	D	

**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
Stock Option (right to buy)	\$11.5	05/08/2020		M			6,656	(4)	07/18/2028	Common Stock	6,656	\$0.00	40,155	D	
Stock Option (right to buy)	\$8.04	05/08/2020		M			6,085	(5)	04/22/2028	Common Stock	6,085	\$0.00	23,557	D	
Stock Option (right to buy)	\$11.5	05/11/2020		M			2,628	(4)	07/18/2028	Common Stock	2,628	\$0.00	37,527	D	
Stock Option (right to buy)	\$8.76	05/11/2020		M			10,736	(6)	03/06/2029	Common Stock	10,736	\$0.00	73,428	D	
Stock Option (right to buy)	\$7.6	05/11/2020		M			1,178	(7)	03/05/2028	Common Stock	1,178	\$0.00	19,433	D	
Stock Option (right to buy)	\$6.61	05/11/2020		M			1,520	(8)	12/11/2027	Common Stock	1,520	\$0.00	85,513	D	

**Explanation of Responses:**

- These trades were made pursuant to a Rule 10b5-1 trading plan.
- This transaction was executed in multiple trades at prices ranging from \$49.50 to \$49.60. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$49.50 to \$49.68. The price reported above reflects the weighted average price. The reporting person hereby undertakes to provide upon

request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

4. This option was granted on July 19, 2018. The shares underlying the option are scheduled to vest in equal quarterly installments through July 19, 2022.

5. This option was granted on April 23, 2018. The shares underlying the option are scheduled to vest in equal quarterly installments through April 23, 2022.

6. This option was granted on March 7, 2019. The shares underlying the option are scheduled to vest in equal quarterly installments through March 7, 2023.

7. This option was granted on March 6, 2018. The shares underlying the option are scheduled to vest in equal quarterly installments through March 6, 2022.

8. This option was granted on December 12, 2017. The shares underlying the option are scheduled to vest in equal quarterly installments through October 16, 2021.

**Remarks:**

/s/ Emma Reeve

05/12/2020

\*\* 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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