

VERTEX PHARMACEUTICALS INC / MA

Form 4

November 04, 2014

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

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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).

### STATEMENT OF CHANGES IN 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 \*  
BOGER JOSHUA S

2. Issuer Name and Ticker or Trading Symbol  
VERTEX PHARMACEUTICALS INC / MA [VRTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
10/31/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O VERTEX PHARMACEUTICALS INCORPORATED, 50 NORTHERN AVENUE

(Street)

4. 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

BOSTON, MA 02210

(City) (State) (Zip)

**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	10/31/2014		S	25,349 D 111.74	274,651	I	Common Stock held in trust <sup>(3)</sup>
					<u>(1)</u> <u>(2)</u>		
Common Stock	10/31/2014		S	42,922 D 112.41	231,729	I	Common Stock held in trust <sup>(3)</sup>
					<u>(2)</u> <u>(4)</u>		
Common Stock	10/31/2014		S	6,100 D 113.38	225,629	I	Common Stock held in trust <sup>(3)</sup>
					<u>(2)</u> <u>(5)</u>		

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Common Stock	10/31/2014	S	400	D	\$ 114.19 (2) (6)	225,229	I	Common Stock held in trust (3)
Common Stock	11/03/2014	S	50,240	D	\$ 112.05 (2) (7)	174,989	I	Common Stock held in trust (3)
Common Stock	11/03/2014	S	2,400	D	\$ 112.88 (2) (8)	172,589	I	Common Stock held in trust (3)
Common Stock						338,895	D	
Common Stock						13,286	I	401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

BOGER JOSHUA S  
C/O VERTEX PHARMACEUTICALS INCORPORATED  
50 NORTHERN AVENUE  
BOSTON, MA 02210

X

## Signatures

Omar White,  
Attorney-In-Fact

11/04/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Open market sales reported on this line occurred at a weighted average price of \$111.74 (range \$111.02 to \$112.01).
- (2) Dr. Boger undertakes to provide (upon request by the SEC staff, the issuer or a security holder of the issuer) full information regarding the number of shares sold at each separate price.
- (3) Common stock held in grantor retained annuity trusts.
- (4) Open market sales reported on this line occurred at a weighted average price of \$112.41 (range \$112.02 to \$113.00).
- (5) Open market sales reported on this line occurred at a weighted average price of \$113.38 (range \$113.03 to \$113.98).
- (6) Open market sales reported on this line occurred at a weighted average price of \$114.19 (range \$114.05 to \$114.32).
- (7) Open market sales reported on this line occurred at a weighted average price of \$112.05 (range \$111.63 to \$112.62).
- (8) Open market sales reported on this line occurred at a weighted average price of \$112.88 (range \$112.63 to \$113.22).

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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