

VERTEX PHARMACEUTICALS INC / MA

Form 4

February 04, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 SECURITIESFiled 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 *
LEIDEN JEFFREY M2. 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)
C/O VERTEX
PHARMACEUTICALS
INCORPORATED, 50 NORTHERN
AVENUE3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2016☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO & President(Street)
BOSTON, MA 02210

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

(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 Ownership (Instr. 4)
Common Stock	02/02/2016		A	Amount 53,817 (1)	\$ 0.01 271,719	D	
Common Stock	02/03/2016		S(2)	4,200	\$ 89.91 267,519 (3) (4)	D	
Common Stock	02/03/2016		S(2)	3,700	\$ 91.01 263,819 (4) (5)	D	

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Common Stock	02/03/2016	S ⁽²⁾	900	D	\$ 91.96 (4) (6)	262,919	D	
Common Stock	02/03/2016	S ⁽²⁾	1,034	D	\$ 92.87 (4) (7)	261,885	D	
Common Stock						440	I	401(k)

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 91.05	02/02/2016		A		107,276		<u>(8)</u>	02/01/2026	Common Stock	107,276

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LEIDEN JEFFREY M C/O VERTEX PHARMACEUTICALS INCORPORATED 50 NORTHERN AVENUE BOSTON, MA 02210	X CEO & President

Signatures

Omar White,
Attorney-In-Fact 02/04/2016

__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) Restricted stock unit award that vests in three equal installments on 2/10/2017, 2/10/2018 and 2/10/2019.
- (2) Transaction made pursuant to Dr. Leiden's company approved trading plan under Rule 10b5-1.
- (3) Open market sales reported on this line occurred at a weighted average price of \$89.91 (range \$89.31 to \$90.27).
- (4) Dr. Leiden 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.
- (5) Open market sales reported on this line occurred at a weighted average price of \$91.01 (range \$90.37 to \$91.33).
- (6) Open market sales reported on this line occurred at a weighted average price of \$91.96 (range \$91.40 to \$92.37).
- (7) Open market sales reported on this line occurred at a weighted average price of \$92.87 (range \$92.50 to \$93.11).
- (8) The option vests in 16 quarterly installments from 02/02/2016.

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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