

VERTEX PHARMACEUTICALS INC / MA

Form 4

February 26, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)

C/O VERTEX
PHARMACEUTICALS
INCORPORATED, 50 NORTHERN
AVENUE

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	02/24/2016		M	V	5,130	\$ 35.35	274,425	D
Common Stock	02/24/2016		S ⁽¹⁾	D	200	\$ 82.9 (2) (3)	274,225	D
Common Stock	02/24/2016		S ⁽¹⁾	D	1,400	\$ 84.03 (2) (4)	272,825	D
Common Stock	02/24/2016		S ⁽¹⁾	D	1,700	\$ 85.2	271,125	D

Stock						(2) (5)		
Common Stock	02/24/2016		S ⁽¹⁾	1,830	D	\$ 86.5 (2) (6)	269,295 (7)	D
Common Stock							13,286	I 401k
Common Stock							118,689 (7)	I Common Stock Held In Trust

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. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 35.35	02/24/2016		M	5,130	(8) 07/19/2016	Common Stock	5,130	

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

02/26/2016

__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) Transaction made pursuant to Dr. Boger's company approved trading plan under Rule 10b5-1.
- (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) Open market sales reported on this line occurred at a weighted average price of \$82.90 (range \$82.62 to \$83.18).
- (4) Open market sales reported on this line occurred at a weighted average price of \$84.03 (range \$83.80 to \$84.72).
- (5) Open market sales reported on this line occurred at a weighted average price of \$85.20 (range \$84.85 to \$85.67).
- (6) Open market sales reported on this line occurred at a weighted average price of \$86.50 (range \$85.88 to \$86.78).
- (7) Reflects a change in the form of ownership resulting from a 02/24/2016 distribution of 4,011 shares from a trust to Dr. Boger.
- (8) Fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.