Chodakewitz Jeffrey Form 4 February 05, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Chodakewitz Jeffrey

(Middle)

2. Issuer Name and Ticker or Trading Symbol

VERTEX PHARMACEUTICALS INC / MA [VRTX]

3. Date of Earliest Transaction

(Month/Day/Year) 02/01/2018

(Check all applicable)

Issuer

below)

Director 10% Owner _X__ Officer (give title _ Other (specify

EVP GMDA, CMO

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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burden hours per

C/O VERTEX **PHARMACEUTICALS INCORPORATED, 50 NORTHERN AVENUE**

(First)

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BOSTON, MA 02210

(City)

(City)	(State)	(Zip) Table	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)			
Common Stock	02/01/2018		S(1)	1,900	D	\$ 167.44	52,524	D		
Common Stock	02/02/2018		M	1,796	A	\$ 91.05	54,320	D		
Common Stock	02/02/2018		S <u>(1)</u>	600	D	\$ 165.23 (2) (3)	53,720	D		
Common	02/02/2018		S(1)	996	D	\$ 166.1	52,724	D		

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Stock		<u>(3)</u> <u>(4)</u>				
Common Stock	02/02/2018	S <u>(1)</u>	100	D	\$ 168.06 52,624	D
Common Stock	02/02/2018	S(1)	100	D	\$ 169.49 52,524	D

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

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SEC 1474 (9-02)

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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. Transacti 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	02/02/2018		M	1,796	<u>(5)</u>	02/01/2026	Common Stock	1,796

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Chodakewitz Jeffrey C/O VERTEX PHARMACEUTICALS INCORPORATED 50 NORTHERN AVENUE BOSTON, MA 02210

EVP GMDA, CMO

Signatures

/s/ Omar White, Attorney-in-Fact 02/05/2018

**Signature of Reporting Person Date

Reporting Owners 2

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. Chodakewitz's company-approved trading plan under Rule 10b5-1.
- (2) Open market sales reported on this line occurred at a weighted average price of \$165.23 (range \$164.80 to \$165.67).
- Dr. Chodakewitz 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.
- (4) Open market sales reported on this line occurred at a weighted average price of \$166.10 (range \$165.81 to \$166.43).
- (5) The option vests in 16 quarterly installments from 2/2/2016.

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.