ALAM JOHN J Form 4 February 07, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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obligations may continue.

(Middle)

(Zip)

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).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * ALAM JOHN J

(First)

2. Issuer Name and Ticker or Trading

Issuer

Symbol

VERTEX PHARMACEUTICALS INC / MA [VRTX]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year)

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

5. Relationship of Reporting Person(s) to

02/03/2005

SVP, Drug Eval. & Appr.

C/O VERTEX **PHARMACEUTICALS** INCORPORATED, 130 WAVERLY

STREET

(City)

(Last)

(Street) 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

CAMBRIDGE, MA 01239

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) or (D)

Transaction(s) (Instr. 3 and 4) Price

93,934

Common 02/03/2005 Stock

5,700 \$ (1) 0.01

Amount

V

Code

A

D

Common Stock

3,580 I 401(k)

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

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number.

5. Number of 6. Date Exercisable and

7. Title and Amount of

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

4.

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year	·)	Underlying So (Instr. 3 and 4	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option	\$ 10.41	02/03/2005		A	24,750	05/03/2005(2)	02/02/2015	Common Stock	24,750

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

ALAM JOHN J C/O VERTEX PHARMACEUTICALS **INCORPORATED** 130 WAVERLY STREET CAMBRIDGE, MA 01239

SVP, Drug Eval. & Appr.

Signatures

Valerie L. Andrews, 02/07/2005 Attorney-In-Fact

**Signature of Reporting Person Date

Explanation of Responses:

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

3. Transaction Date 3A. Deemed

- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Stock grant made under 1996 Stock and Option Plan, vesting on 2/3/2009, subject to acceleration upon achievement of certain performance-based milestones.
- (2) Right to buy under 1996 Stock and Option Plan, vesting in 16 equal quarterly installments from 02/03/2005.

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.

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