BOGER JOSHUA S

Form 4 June 22, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

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

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obligations may continue.

(Middle)

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BOGER JOSHUA S**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

VERTEX PHARMACEUTICALS

(Check all applicable)

Chairman & CEO

INC / MA [VRTX]

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

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

06/21/2005

below)

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

(Street)

(First)

STREET

(Last)

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 02139

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	uired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
Common Stock	06/21/2005		Code V	Amount 7,100	or	Price \$ 9.5	Transaction(s) (Instr. 3 and 4) 995,302	D	
Common Stock	06/21/2005		S(1)	7,100	D	\$ 16	988,202	D	
Common Stock							207,500	I	shares in trust (2)
Common Stock							10,920	I	401(k)

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

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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 2.		3. Transaction Date	3A. Deemed	4. 5. Number 6		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Acquired					
	Derivative				(A) or				
	Security				Disposed of				
				(D)					
				(Instr. 3, 4,					
					and 5)				
									Amount
									or
						Date Exercisable	Expiration	Title	Number
						Date Exercisable	Date		of
				Code V	(A) (D)				Shares
				Couc v	(11) (D)				Silares
Stock	Φ 0. 7	06/01/0005			7.100	02/14/1007(3)	10/10/0005	Common	7.100
Option	\$ 9.5	06/21/2005		A	7,100	03/14/1996(3)	12/13/2005	Stock	7,100
Option								Stock	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BOGER JOSHUA S C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY STREET CAMBRIDGE, MA 02139

X

Chairman & CEO

Signatures

Kenneth S. Boger, Attorney-In-Fact

**Signature of Reporting Person D

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 established under Rule 10b5-1.
- (2) Shares held in trust for Dr. Boger's children. Dr. Boger disclaims beneficial ownership of such shares.
- (3) Right to buy under 1994 Stock and Option Plan, vesting quarterly over 5 years from 12/14/95.

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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