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VERTEX PHARMACEUTICALS INC / MA

Form 4 July 06, 2005

FORM 4

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

OMB APPROVAL OMB

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Last)

Stock

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

Issuer

Symbol VERTEX PHARMACEUTICALS

(Check all applicable)

5. Relationship of Reporting Person(s) to

INC / MA [VRTX]

3. Date of Earliest Transaction

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

(Month/Day/Year) 07/05/2005

below) Chairman & CEO

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

(First)

(Middle)

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

CAMBRIDGE, MA 02139

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Securities Form: Direct Indirect Security (Month/Day/Year) Execution Date, if (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 07/05/2005 M 995,302 7,100 D Stock 9.5 Common $S^{(1)}$ 07/05/2005 7,100 D \$ 16 988,202 D Stock shares in Common 207,500 Ι Stock trust (2) Common I 10,920 401(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. Date Exercisab	le and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date		Underlying S	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		of
				Code V	(A) (D)				Shares
~ .								~	
Stock	\$ 9.5	07/05/2005		A	7 100	03/14/1996(3)	12/13/2005	Common	7,100
Option	Ψ 7.5	0770272003			7,100	03/11/1//0	12/13/2003	Stock	7,100

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 07/06/2005

**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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