ALAM JOHN J Form 4 October 02, 2008

# 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

obligations

may continue.

See Instruction

#### 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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

Symbol

VERTEX PHARMACEUTICALS

INC / MA [VRTX]

3. Date of Earliest Transaction

(Month/Day/Year) 10/01/2008

Director X\_ Officer (give title

Issuer

Other (specify below)

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

(State)

(First)

(Middle)

(Zin)

**STREET** 

(City)

(Last)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP, Med. Dev. Group & CMO

10% Owner

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 01239

(City)	(State) (	Table Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	10/01/2008		M	4,253	A	\$ 13.63	141,045	D	
Common Stock	10/01/2008		S(1)	4,253	D	\$ 32.65 (2) (3)	136,792	D	
Common Stock							5,140	I	401(k)

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

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SEC 1474 (9-02)

> 8. I De Sec (In

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)	Transaction Derivative Code Securities		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	\$ 13.63	10/01/2008		M	4,253	<u>(4)</u>	12/09/2008	Common Stock	4,253	

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

EVP, Med. Dev. Group & CMO

#### **Signatures**

Valerie L. Andrews, 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).
- \*\* 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 for sales of common stock made pursuant to Dr. Alam's company approved trading plan established under Rule 10b5-1.
- (2) Open market sales reported on this line occurred at a weighted average price of \$32.65 (range \$32.30 to \$33.08).
- (3) Dr. Alam undertakes to provide (upon request by the SEC staff, the issuer or security holder of the issuer) full information regarding the number of shares sold at each separate price.
- (4) 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.

Reporting Owners 2

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