

VERTEX PHARMACEUTICALS INC / MA

Form 4

September 17, 2012

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sachdev Amit

(Last) (First) (Middle)

C/O VERTEX  
PHARMACEUTICALS  
INCORPORATED, 130 WAVERLY  
ST.

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VERTEX PHARMACEUTICALS  
INC / MA [VRTX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/13/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
SVP, Corp Affairs & Pub Policy

6. Individual or Joint/Group Filing(Check Applicable Line)

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

**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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
			Code	V	Amount	Price				
Common Stock	09/13/2012		M		18,750	\$ 29.25	A	49,858	D	
Common Stock	09/13/2012		M		9,531	\$ 32.16	A	59,389	D	
Common Stock	09/13/2012		S <sup>(1)</sup>		19,644	\$ 55.86	D	39,745	D	
Common	09/13/2012		S <sup>(1)</sup>		18,637	\$ 56.5	D	21,108	D	

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Stock					(3) (4)			
Common Stock	09/14/2012		M	9,531	A	\$ 32.16	30,639	D
Common Stock	09/14/2012		S <sup>(1)</sup>	9,531	D	\$ 58	21,108	D
Common Stock							662	I 401(k)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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)	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 29.25	09/13/2012		M	18,750	<u>(5)</u> 07/22/2017	Common Stock	18,750	
Employee Stock Option (right to buy)	\$ 32.16	09/13/2012		M	9,531	<u>(5)</u> 07/23/2018	Common Stock	9,531	
Employee Stock Option (right to buy)	\$ 32.16	09/14/2012		M	9,531	<u>(5)</u> 07/23/2018	Common Stock	9,531	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

Sachdev Amit  
C/O VERTEX PHARMACEUTICALS  
INCORPORATED  
130 WAVERLY ST.  
CAMBRIDGE, MA 02139

SVP, Corp Affairs & Pub  
Policy

## Signatures

Omar White, 09/17/2012  
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 made pursuant to Mr. Sachdev's company approved trading plan under Rule 10b5-1.
- (2) Open market sales reported on this line occurred at a weighted average price of \$55.86 (range \$55.25 to \$56.23).
- (3) Mr. Sachdev 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 \$56.50 (range \$56.25 to \$57.02).
- (5) 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. 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.