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VERTEX PHARMACEUTICALS INC / MA

Form 4 July 14, 2011

FORM 4

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

OMB Number:

3235-0287

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction

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 *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

BOGER KENNETH S

Symbol

(Check all applicable)

VERTEX PHARMACEUTICALS

INC / MA [VRTX]

(Last)

(First)

(Middle)

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

Director X_ Officer (give title

10% Owner Other (specify

C/O VERTEX

07/13/2011

SVP & General Counsel

PHARMACEUTICALS

INCORPORATED, 130 WAVERLY

(Street)

Stock

Common

4. If Amendment, Date Original

 $174,167 \stackrel{(4)}{=}$

I

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

Issuer

below)

CAMBRIDGE, MA 02176

(City)	(State)	Zip) 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)	(Instr. 3,	(A) or	d of (D) 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 Beneficial Ownership (Instr. 4)
Common Stock	07/13/2011		Code V M	Amount 7,334	(D)	Price \$ 18.75	120,333	D	
Common Stock	07/13/2011		S <u>(1)</u>	7,334	D	\$ 51.92 (2) (3)	112,999	D	
Common							5,021	I	401(k)

Trustee of

Stock Trusts

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 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nui of S
Stock Option	\$ 18.75	07/13/2011		M		7,334	(5)	09/23/2011	Common Stock	7,
Stock Option	\$ 51.75	07/13/2011		A	30,500		10/13/2011(6)	07/12/2021	Common Stock	30

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BOGER KENNETH S C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY ST CAMBRIDGE, MA 02176

SVP & General Counsel

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 made pursuant to Mr. Boger's company approved trading plan under Rule 10b5-1.
- (2) Open market sales reported on this line occurred at a weighted average price of \$51.92 (range \$51.51 to \$52.25).
- (3) Mr. Boger 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.

Reporting Owners 2

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- (4) Kenneth S. Boger is the trustee for trusts established for the benefit of the three adult children of Joshua S. Boger (a director of the issuer).
- (5) Fully vested.
- (6) Right to buy under 2006 Stock and Option Plan, vesting in 16 quarterly installments from 07/13/2011.

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.