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VERTEX PHARMACEUTICALS INC / MA

Form 4 May 16, 2012

FORM 4

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to

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

Number: January 31, Expires: 2005

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

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

burden hours per response... 0.5

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EVP, Global R&D, CSO

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **MUELLER PETER** Issuer Symbol VERTEX PHARMACEUTICALS (Check all applicable) INC / MA [VRTX]

10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction Director X_ Officer (give title Other (specify (Month/Day/Year) below) C/O VERTEX 05/15/2012

PHARMACEUTICALS INCORPORATED, 130 WAVERLY ST

(Street)

(State)

(Zip)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

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

CAMBRIDGE, MA 02139

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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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)	ansaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5)			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/15/2012		Code V M	Amount 6,500	or (D)	Price \$ 16.32	(Instr. 3 and 4) 138,816	D	
Common Stock	05/15/2012		S <u>(1)</u>	2,100	D	\$ 63.84 (2) (3)	136,716	D	
Common Stock	05/15/2012		S(1)	3,700	D	\$ 64.3 (3) (4)	133,016	D	
Common	05/15/2012		S(1)	700	D	\$ 65.5	132,316	D	

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Stock	(3) (5)					
Common Stock	4,	,367	I	401(k)		
Common Stock		5,920	I	Common Stock held in trust. (6)		
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. Transactic 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 16.32	05/15/2012		M	6,500	10/15/2003	07/14/2013	Common Stock	6,500

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other

MUELLER PETER C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY ST CAMBRIDGE, MA 02139

EVP, Global R&D, CSO

Signatures

David T. Howton, Attorney-In-Fact 05/16/2012

**Signature of Reporting Person Date

Reporting Owners 2

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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. Mueller's company approved trading plan under Rule 10b5-1.
- (2) Open market sales reported on this line occurred at a weighted average price of \$63.84 (range \$63.63 to \$63.99).
- (3) Dr. Mueller 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 \$64.30 (range \$64.01 to \$64.85).
- (5) Open market sales reported on this line occurred at a weighted average price of \$65.50 (range \$65.00 to \$65.93).
- (6) Common stock held in grantor retained annuity trusts.

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.