

Chodakewitz Jeffrey
Form 4
July 21, 2017

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chodakewitz Jeffrey

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O VERTEX
PHARMACEUTICALS
INCORPORATED, 50 NORTHERN
AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
07/19/2017

____ Director _____ 10% Owner
____ Officer (give title _____ Other (specify
below) below)
EVP GMDA, CMO

(Street)

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

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

BOSTON, MA 02210

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

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/19/2017		M		6,303	A	\$ 96.87 128,814
Common Stock	07/19/2017		M		32,343	A	\$ 109.14 161,157
Common Stock	07/19/2017		S ⁽¹⁾		39,833	D	\$ 161 121,324
Common Stock	07/21/2017		S ⁽¹⁾		700	D	\$ 158.08 120,624

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					(2)	(3)	
Common Stock	07/21/2017	S ⁽¹⁾	1,000	D	\$ 158.92 (3) (4)	119,624	D
Common Stock	07/21/2017	S ⁽¹⁾	400	D	\$ 159.85 (3) (5)	119,224	D
Common Stock	07/21/2017	S ⁽¹⁾	3,464	D	\$ 161.38 (3) (6)	115,760	D
Common Stock	07/21/2017	S ⁽¹⁾	1,336	D	\$ 162.04 (3) (7)	114,424	D

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

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(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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 96.87	07/19/2017		M	6,303	(8) 07/14/2024	Common Stock	6,303
Stock Option (Right to Buy)	\$ 109.14	07/19/2017		M	32,343	(9) 02/02/2025	Common Stock	32,343

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Chodakewitz Jeffrey
C/O VERTEX PHARMACEUTICALS INCORPORATED
50 NORTHERN AVENUE
BOSTON, MA 02210

EVP GMDA, CMO

Signatures

/s/ Omar White,
Attorney-in-Fact

07/21/2017

__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 Dr. Chodakewitz's company-approved trading plan under Rule 10b5-1.
- (2) Open market sales reported on this line occurred at a weighted average price of \$158.08 (range \$157.48 to \$158.41).
- (3) Dr. Chodakewitz 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 \$158.92 (range \$158.61 to \$159.48).
- (5) Open market sales reported on this line occurred at a weighted average price of \$159.85 (range \$159.64 to \$160.25).
- (6) Open market sales reported on this line occurred at a weighted average price of \$161.38 (range \$160.90 to \$161.89).
- (7) Open market sales reported on this line occurred at a weighted average price of \$162.04 (range \$161.90 to \$162.38).
- (8) The option vests in 16 quarterly installments from 7/15/2014.
- (9) The option vests in 16 quarterly installments from 2/3/2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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