BOGER JOSHUA S

Form 4

October 02, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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response...

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

if no longer

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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)

See Instruction

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

BOGER JOSHUA S

Symbol

VERTEX PHARMACEUTICALS

(Check all applicable)

INC / MA [VRTX]

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

09/30/2009

_X__ Director Officer (give title

10% Owner _ Other (specify

C/O VERTEX

(Last)

Common

PHARMACEUTICALS

INCORPORATED, 130 WAVERLY **STREET**

(First)

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Middle)

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

6. Individual or Joint/Group Filing(Check

13,286

CAMBRIDGE, MA 02139

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	y 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) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	09/30/2009		Code V M	Amount 6,400	(D)	Price \$	(Instr. 3 and 4) 1,072,795	D	
Stock Common Stock	09/30/2009		S <u>(1)</u>	5,600	D	\$ 37.6 (2) (4)	1,067,195	D	
Common Stock	09/30/2009		S(1)	800	D	\$ 38.04 (3) (4)	1,066,395	D	

401(k)

Stock

Common Shares in 207,500 I Stock trust (5)

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

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> 8.1 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. Transactic Code (Instr. 8)	5. Number op 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 Options	\$ 13.11	09/30/2009		M	6,400	<u>(6)</u>	12/01/2009	Common Stock	6,400

Reporting Owners

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

X

BOGER JOSHUA S C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY STREET

CAMBRIDGE, MA 02139

Signatures

Valerie L. Andrews, 10/02/2009 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 Dr. Boger's company approved trading plan established under Rule 10b5-1.

Reporting Owners 2

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- (2) Open market sales reported on this line occurred at a weighted average price of \$37.60 (range \$37.06 to \$37.99).
- (3) Open market sales reported on this line occurred at a wieghted average price of \$38.04 (range \$38.00 to \$38.11).
- (4) Dr. 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.
- (5) Shares held in trust for Dr. Boger's children. Dr. Boger disclaims beneficial ownership of such shares.
- (6) 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.