#### Edgar Filing: McCulloch George - Form 4

McCulloch G Form 4	leorge											
May 20, 2010	)											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL			
<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549							OMB Number:	3235-0287				
	Check this box if no longer CTLATER (TENTER OF CHANCES IN DENTED (TAL. ON OVER CHANCES IN DENT					Expires:	January 31, 2005					
subject to STATEMENT OF CHANGES I Section 16. SECU					S IN BENEFICIAL OWNERSHIP OF CURITIES				Estimated a burden hou	Estimated average burden hours per		
Form 4 or Form 5 obligations may continue.responseSee Instruction 1(b).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								0.5				
(Print or Type R	esponses)											
McCulloch George Sy			Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol Medidata Solutions, Inc. [MDSO]				5. Relationship of Reporting Person(s) to Issuer				
<b>(T</b> - )					, L	wids	0]	(Che	ck all applicable	e)		
	OATA SOLUTIO		3. Date of (Month/Da 05/18/20	-	insaction			X Director Officer (give below)		6 Owner er (specify		
FLOOR	TH AVENUE,	8TH										
	(Street)	Filed(Month/Day/Year) A					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
NEW YORK	K, NY 10003							Form filed by I Person	More than One Re	eporting		
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Execution any		3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			))	SecuritiesHBeneficially(OwnedH	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock (1)	05/18/2010			Code V A	Amount 4,886 (2)	or (D) A	Price \$ 0 (3)	(Instr. 3 and 4) 8,457	D			

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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 on f Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy) (4)	\$ 15.35	05/18/2010		А	2,962	(5)	05/18/2020	Common Stock	2,962	\$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r g -	Director	10% Owner	Officer	Other			
McCulloch George C/O MEDIDATA SOLUTIONS, INC. 79 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10003	Х						
Signatures							
/s/ Michael I. Otner, Attorney-in-Fact	05/20/2010						
**Signature of Reporting Person	Dat	e					

# **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).

Mr. McCulloch is contractually obligated to his former employer, Insight Venture Management, LLC, to surrender all compensation he
 (1) receives from the Issuer, including all stock, stock options, restricted stock and other forms of stock-based awards. Mr. McCulloch therefore disclaims beneficial ownership of all such restricted shares, except to the extent of his pecuniary interest.

(2) Represents shares of restricted stock. The restrictions lapse with respect to one-half of the shares on each of May 18, 2011 and May 18, 2012.

(3) Granted as compensation for services.

Mr. McCulloch is contractually obligated to his former employer, Insight Venture Management, LLC, to surrender all compensation he
 (4) receives from the Issuer, including all stock, stock options, restricted stock and other forms of stock-based awards. Mr. McCulloch therefore disclaims beneficial ownership of all such options, except to the extent of his pecuniary interest.

(5) These options vest in 24 equal monthly installments commencing one month after the grant date, subject to continued employment.

(6) Granted as compensation for services.

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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