

Schloss Eileen
Form 4
February 19, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Schloss Eileen

(Last) (First) (Middle)

C/O MEDIDATA SOLUTIONS, INC., 79 FIFTH AVENUE, 8TH FLOOR

(Street)

NEW YORK, NY 10003

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Medidata Solutions, Inc. [MDSO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, HUMAN RESOURCES

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (Instr. 4)
				(A) or (D) Price			
Common Stock	02/14/2013		A ⁽¹⁾	4,382 A \$ 0	4,382	D	

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

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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. 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
Restricted Stock Units (Performance Related)	\$ 0	02/14/2013		A ⁽²⁾	4,382	<u>(2)</u> <u>(2)</u>	Common Stock	4,382 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schloss Eileen C/O MEDIDATA SOLUTIONS, INC., 79 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10003				EVP, HUMAN RESOURCES

Signatures

/s/ Michael I. Otner,
Attorney-in-Fact

02/19/2013

**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) Award of shares of restricted stock under the 2009 LTIP on February 14, 2013. The restrictions will lapse with respect to one-fourth of the shares on each of February 14, 2014, February 14, 2015, February 14, 2016 and February 14, 2017.
- Award of performance-based restricted stock units ("PBRsUs") under the 2009 LTIP on February 14, 2013. The number of PBRsUs reported represents a target grant amount. Each PBRsU represents a contingent right to receive 0-200% of that target number of shares of the issuer's common stock, based on the issuer's relative total shareholder return ("TSR") as compared to the TSR of companies listed on the NASDAQ-100 Index/ NASDAQ Composite Index for the year ending December 31, 2013. The actual number of shares that will be issued, if at all, in settlement of the PBRsUs may range from 0% to 200% of the target grant and will vest in annual installments on February 14, 2014, February 14, 2015 and February 14, 2016. The reporting person also received additional awarded PBRsUs, all subject to corporate financial performance metrics.

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.