

Otrner Michael I.  
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 \*  
Otrner Michael I.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O MEDIDATA SOLUTIONS, INC., 79 FIFTH AVENUE, 8TH FLOOR

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP-General Counsel

(Street)  
NEW YORK, NY 10003

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/14/2012		A <sup>(1)</sup>	6,582 A \$ 0	20,242	D	
Common Stock	02/14/2013		A <sup>(2)</sup>	4,382 A \$ 0	24,624	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
Restricted Stock Units (Performance Related)	\$ 0	02/14/2013		A <sup>(3)</sup>	4,382	<u>(3)</u> <u>(3)</u>	Common Stock	4,382 <sup>(3)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Otner Michael I. C/O MEDIDATA SOLUTIONS, INC., 79 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10003			EVP-General Counsel	

## Signatures

/s/ Michael I.  
Otner  
Date: 02/19/2013

\*\*Signature of Reporting Person

## 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 issuer's 2009 Long-Term Incentive Plan (the "2009 LTIP") on February 14, 2013. The restrictions will lapse with respect to all of the shares on December 31, 2013.
- (2) 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.

## Edgar Filing: Otrner Michael I. - Form 4

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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