

Medidata Solutions, Inc.
Form 4
February 12, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
de Vries Glen Michael

(Last) (First) (Middle)

C/O MEDIDATA SOLUTIONS,
INC., 350 HUDSON STREET, 9TH
FLOOR

(Street)

NEW YORK, NY 10014

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2014

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)
President

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/10/2014		A ⁽¹⁾		18,688	A	\$ 0
Common Stock	02/10/2014		A ⁽²⁾		123,744	A	\$ 0
Common Stock	02/10/2014		M ⁽³⁾		61,872	A	\$ 0
Common Stock	02/11/2014		S		20,000	D	\$ 54.3951
							⁽⁵⁾

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February 14, 2015 and February 14, 2016.

- (3) Represents restricted stock units earned in connection with a PBRUSU award on February 14, 2013, based on achievement of target total stockholder return ("TSR") for 2013 relative to the TSR of companies in the NASDAQ Composite Index for 2013. The restricted stock units were settled at 200% of the target grant amount (the target amount was previously reported in Table II-see footnote 7 below). Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock. Shares will be issued in settlement of these restricted stock units in equal annual installments on February 14, 2014, February 14, 2015 and February 14, 2016.
- (4) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 12, 2013. Such transaction was executed in multiple trades at prices ranging from \$53.35 to \$55.12. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) Award of PBRUSUs under the 2009 LTIP on February 10, 2014. The number of PBRUSUs reported represents a target grant amount. Each PBRUSU 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 TSR as compared to the TSR of companies in the NASDAQ Composite Index for the year ending December 31, 2014. The actual number of shares that will be issued, if at all, in settlement of the PBRUSUs may range from 0% to 200% of the target grant and will vest in equal annual installments on February 10, 2015, February 10, 2016 and February 10, 2017. The reporting person also received additional awarded PBRUSUs, all subject to corporate financial performance metrics.
- (6) Indicates conversion upon vesting of certain PBRUSUs granted on February 14, 2013. The number of shares has been adjusted to reflect the issuer's two-for-one stock split, which became effective on December 16, 2013.

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.