VERTEX PHARMACEUTICALS INC / MA

Form 4

October 01, 2014

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

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

burden hours per response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Pace Megan E

(Last)

Symbol

(Check all applicable)

VERTEX PHARMACEUTICALS

INC / MA [VRTX]

Director 10% Owner

(First) (Middle) 3. Date of Earliest Transaction

X_ Officer (give title Other (specify

(Month/Day/Year) C/O VERTEX 09/30/2014

below) SVP, Corp. Communications

PHARMACEUTICALS INCORPORATED, 50 NORTHERN

(Street)

AVENUE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

BOSTON, MA 02210

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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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) oper Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	09/30/2014		M	1,172	A	\$ 38.8	24,522	D	
Common Stock	09/30/2014		M	5,625	A	\$ 51.75	30,147	D	
Common Stock	09/30/2014		M	3,532	A	\$ 37.86	33,679	D	
Common Stock	09/30/2014		M	15,250	A	\$ 48.74	48,929	D	

Common Stock	09/30/2014	M	17,157	A	\$ 45.11	66,086	D
Common Stock	09/30/2014	M	6,875	A	\$ 83.36	72,961	D
Common Stock	09/30/2014	M	6,875	A	\$ 77.31	79,836	D
Common Stock	09/30/2014	S <u>(1)</u>	7,576	D	\$ 111.32 (2) (3)	72,260	D
Common Stock	09/30/2014	S(1)	21,881	D	\$ 112.21 (3) (4)	50,379	D
Common Stock	09/30/2014	S <u>(1)</u>	15,400	D	\$ 113.08 (3) (5)	34,979	D
Common Stock	09/30/2014	S(1)	11,629	D	\$ 113.9 (3) (6)	23,350	D

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

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SEC 1474 (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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 Option (right to buy)	\$ 38.8	09/30/2014		M	1,172	<u>(7)</u>	02/02/2021	Common Stock	1,172
Stock Option (right to buy)	\$ 51.75	09/30/2014		M	5,625	<u>(8)</u>	07/12/2021	Common Stock	5,625

Stock Option (right to buy)	\$ 37.86	09/30/2014	M	3,532	<u>(9)</u>	02/01/2022	Common Stock	3,532
Stock Option (right to buy)	\$ 48.74	09/30/2014	M	15,250	(10)	07/24/2022	Common Stock	15,250
Stock Option (right to buy)	\$ 45.11	09/30/2014	M	17,157	(11)	02/04/2023	Common Stock	17,157
Stock Option (right to buy)	\$ 83.36	09/30/2014	M	6,875	(12)	07/29/2023	Common Stock	6,875
Stock Option (right to buy)	\$ 77.31	09/30/2014	M	6,875	(13)	02/04/2024	Common Stock	6,875

Reporting Owners

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

Pace Megan E C/O VERTEX PHARMACEUTICALS INCORPORATED 50 NORTHERN AVENUE BOSTON, MA 02210

SVP, Corp.
Communications

Signatures

Kenneth L. Horton, 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 Ms. Pace's company approved trading plan under Rule 10b5-1.
- (2) Open market sales reported on this line occurred at a weighted average price of \$111.32 (range \$110.61 to \$111.60).
- (3) Ms. Pace 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.
- (4) Open market sales reported on this line occurred at a weighted average price of \$112.21 (range \$111.61 to \$112.60).
- (5) Open market sales reported on this line occurred at a weighted average price of \$113.08 (range \$112.61 to \$113.59).

Reporting Owners 3

- (6) Open market sales reported on this line occurred at a weighted average price of \$113.90 (range \$113.62 to \$114.32).
- (7) The option vests in 16 quarterly installments from 02/03/2011.
- (8) The option vests in 16 quarterly installments from 07/13/2011.
- (9) The option vests in 16 quarterly installments from 02/02/2012.
- (10) The option vests in 16 quarterly installments from 07/25/2012.
- (11) The option vests in 16 quarterly installments from 02/05/2013.
- (12) The option vests in 16 quarterly installments from 07/30/2013.
- (13) The option vests in 16 quarterly installments from 02/05/2014.

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.