

VERTEX PHARMACEUTICALS INC / MA

Form 4

August 17, 2012

# 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

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 \*  
MUELLER PETER

2. Issuer Name and Ticker or Trading Symbol  
VERTEX PHARMACEUTICALS  
INC / MA [VRTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/15/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Global R&D, CSO

C/O VERTEX  
PHARMACEUTICALS  
INCORPORATED, 130 WAVERLY  
ST.

(Street)

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

CAMBRIDGE, MA 02139

(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 Indirect Beneficial Ownership (Instr. 4) |         |   |        |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|--------|
| Common Stock                    | 08/15/2012                           |  | M                              | V   | 6,500   | A  | \$ 16.32  | 138,816 | D |        |
| Common Stock                    | 08/15/2012                           |  | S <sup>(1)</sup>               |   | 2,400   | D  | \$ 53.84  | 136,416 | D |        |
| Common Stock                    | 08/15/2012                           |  | S <sup>(1)</sup>               |   | 4,100   | D  | \$ 54.3   | 132,316 | D |        |
| Common                          |                                      |  |                                |   |   |  |   | 4,647   | I | 401(k) |

Stock

|                 |        |   |  |
|-----------------|--------|---|--|
| Common<br>Stock | 15,920 | I | Common<br>Stock held<br>in trust. <sup>(5)</sup> |
|-----------------|--------|---|--|

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<br>Derivative<br>Security<br>(Instr. 3)       | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8.<br>D<br>S<br>(1 |  |
|---|---|---|---|---|---|--|---|--------------------|--|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title              | Amount<br>or<br>Number<br>of<br>Shares |
| Employee<br>Stock<br>Option<br>Grant<br>(right to<br>buy) | \$ 16.32  | 08/15/2012                              |   | M                                       | 6,500   | <u>(6)</u>   | 07/14/2013  | Common<br>Stock    | 6,500                                  |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

MUELLER PETER  
C/O VERTEX PHARMACEUTICALS INCORPORATED  
130 WAVERLY ST.  
CAMBRIDGE, MA 02139

EVP, Global R&D, CSO

## Signatures

Valerie L. Andrews,  
Attorney-In-Fact

08/17/2012

                    \*\*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 Dr. Mueller's company approved trading plan under Rule 10b5-1.
- (2) Open market sales reported on this line occurred at a weighted average price of \$53.84 (range \$53.37 to \$53.99).
- (3) Dr. Mueller 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 \$54.30 (range \$54.00 to \$54.69).
- (5) Common stock held in grantor retained annuity trusts.
- (6) Fully vested.

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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