

VERTEX PHARMACEUTICALS INC / MA

Form 4

August 17, 2005

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
BOGER JOSHUA S

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)  
08/16/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President & CEO

C/O VERTEX PHARMACEUTICALS INCORPORATED, 130 WAVERLY STREET

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D) Code V Amount Price                                    |                                                                                               |                                                          |                                   |
| Common Stock                    | 08/16/2005                           |                                                    | M                              | 7,100 A \$ 9.5                                                    | 995,302                                                                                       | D                                                        |                                   |
| Common Stock                    | 08/16/2005                           |                                                    | S <sup>(1)</sup>               | 7,100 D \$ 16.82                                                  | 988,202                                                                                       | D                                                        |                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 207,500                                                                                       | I                                                        | shares in trust <sup>(2)</sup>    |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 10,920                                                                                        | I                                                        | 401(k)                            |

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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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock Option                               | \$ 9.5                                                 | 08/16/2005                           |                                                    | A                              | 7,100                                                                                   | 03/14/1996 <sup>(3)</sup> 12/13/2005                     | Common Stock                                                  | 7,100                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                            | Relationships |           |                           |       |
|-----------------------------------------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                                                           | Director      | 10% Owner | Officer                   | Other |
| BOGER JOSHUA S<br>C/O VERTEX PHARMACEUTICALS<br>INCORPORATED<br>130 WAVERLY STREET<br>CAMBRIDGE, MA 02139 | X             |           | Chairman, President & CEO |       |

## Signatures

Kenneth S. Boger,  
Attorney-In-Fact

08/17/2005

\_\_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. Boger's company approved trading plan established under Rule 10b5-1.
- (2) Shares held in trust for Dr. Boger's children. Dr. Boger disclaims beneficial ownership of such shares.
- (3) Right to buy under 1994 Stock and Option Plan, vesting quarterly over 5 years from 12/14/95.

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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