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VERTEX PHARMACEUTICALS INC / MA

Form 4

August 04, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue. See Instruction

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

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

BOGER KENNETH S Symbol

VERTEX PHARMACEUTICALS INC / MA [VRTX]

(Check all applicable)

SVP & General Counsel

10% Owner

(Last) (First) (Middle)

(Month/Day/Year)

3. Date of Earliest Transaction

Director X_ Officer (give title Other (specify below)

08/03/2009

PHARMACEUTICALS

INCORPORATED, 130 WAVERLY

(Street)

STREET

C/O VERTEX

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

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)	, , ,			5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	08/03/2009		M	17,820	A	\$ 18.75	113,677	D			
Common Stock	08/03/2009		M	3,024	A	\$ 17.16	116,701	D			
Common Stock	08/03/2009		S <u>(1)</u>	20,844	D	\$ 36.02 (3) (4)	95,857	D			
Common							4,364	I	401(k)		

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Stock

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 18.75	08/03/2009		M	17,820	(2)	09/23/2011	Common Stock	17,820
Stock Options	\$ 17.16	08/03/2009		M	3,024	(2)	07/19/2015	Common Stock	3,024

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BOGER KENNETH S C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY STREET CAMBRIDGE, MA 02139

SVP & General Counsel

Signatures

Valerie L. Andrews, Attorney-In-Fact 08/04/2009

**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 Mr. Boger's company approved trading plan established under Rule 10b5-1.
- (2) Fully vested.

Reporting Owners 2

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- (3) Open market sales reported on this line occurred at a weighted average price of \$36.02 (range \$36.00 to \$36.26).
- Mr. Boger 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.

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.