

VERTEX PHARMACEUTICALS INC / MA

Form 4

November 14, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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Estimated average  
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response... 0.5

(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)  
**C/O VERTEX  
PHARMACEUTICALS  
INCORPORATED, 50 NORTHERN  
AVENUE**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/12/2014**

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

**BOSTON, MA 02210**

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/12/2014		M		4,800	A	\$ 10.41	343,695	D
Common Stock	11/12/2014		M		1,300	A	\$ 17.16	344,995	D
Common Stock	11/12/2014		M		4,400	A	\$ 35.64	349,395	D
Common Stock	11/12/2014		S <sup>(1)</sup>		900	D	\$ 114.81	348,495	D

Common Stock	11/12/2014	S <sup>(1)</sup>	7,700	D	<sup>(2)</sup> <sup>(3)</sup> \$ 116.16	340,795	D	
Common Stock	11/12/2014	S <sup>(1)</sup>	1,900	D	<sup>(2)</sup> <sup>(4)</sup> \$ 116.64	338,895	D	
Common Stock						13,286	I	401(k)
Common Stock						172,589	I	Common Stock held in trust <sup>(6)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)		8. Derivative Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 10.41	11/12/2014		M		4,800		<u>(7)</u>	02/02/2015	Common Stock	4,800
Stock Option (right to buy)	\$ 17.16	11/12/2014		M		1,300		<u>(7)</u>	07/19/2015	Common Stock	1,300
Stock Option (right to buy)	\$ 35.64	11/12/2014		M		4,400		<u>(7)</u>	02/01/2016	Common Stock	4,400

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOGER JOSHUA S C/O VERTEX PHARMACEUTICALS INCORPORATED 50 NORTHERN AVENUE BOSTON, MA 02210			X	

## Signatures

Omar White,  
Attorney-In-Fact

11/14/2014

\_\_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 under Rule 10b5-1.
- (2) Dr. 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.
- (3) Open market sales reported on this line occurred at a weighted average price of \$114.81 (range \$114.52 to \$115.08).
- (4) Open market sales reported on this line occurred at a weighted average price of \$116.16 (range \$115.56 to \$116.55).
- (5) Open market sales reported on this line occurred at a weighted average price of \$116.64 (range \$116.56 to \$116.79).
- (6) Common stock held in grantor retained annuity trusts.
- (7) 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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