

VERTEX PHARMACEUTICALS INC / MA

Form 4

February 07, 2017

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

OMB APPROVAL

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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 *
 Chodakewitz Jeffrey

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)
 02/03/2017

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
 EVP GMDA, CMO

(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 Ownership (Instr. 4)
Common Stock	02/03/2017		A	(A) or (D) Amount 4,794 (1)	\$ 0.01	115,497	D
Common Stock	02/03/2017		A	(A) or (D) Amount 12,136 (2)	\$ 0	127,633	D

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

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 information contained in this form are not
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SEC 1474
 (9-02)

number.

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 86.52	02/03/2017		A	24,852	(3) 02/02/2027	Common Stock	24,852

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Chodakewitz Jeffrey
C/O VERTEX PHARMACEUTICALS INCORPORATED
50 NORTHERN AVENUE
BOSTON, MA 02210

EVP GMDA, CMO

Signatures

Omar White,
Attorney-In-Fact 02/07/2017

**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) Represents earned performance shares with respect to a performance stock unit award granted on 2/02/2016 that contained both performance-vesting and service-vesting requirements. The issuer's management development and compensation committee certified as to the level of performance-goal attainment on 02/03/2017. The earned performance shares remain subject to the service-vesting requirements and will vest in three equal installments on 2/10/2017, 2/10/2018 and 2/10/2019.
- (2) Restricted stock unit award that vests in three equal installments on 2/10/2018, 2/10/2019 and 2/10/2020.
- (3) The option vests in 16 quarterly installments from 02/03/2017.

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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