

VERTEX PHARMACEUTICALS INC / MA

Form 4

July 10, 2013

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 *
Pace Megan E

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)
07/08/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Corp. Communications

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 Ownership (Instr. 4)
Common Stock	07/08/2013		M	V 22,500 A	\$ 37.29 43,152	D	
Common Stock	07/08/2013		M	V 3,500 A	\$ 37.86 46,652	D	
Common Stock	07/08/2013		S ⁽¹⁾	V 21,203 D	\$ 80.48 25,449	D	
Common Stock	07/08/2013		S ⁽¹⁾	V 3,400 D	\$ (2) (3) 22,049	D	

Stock					81.54		
					<u>(3)</u> <u>(4)</u>		
Common Stock	07/08/2013		<u>S</u> ⁽¹⁾	4,100	D	\$ 82.46	17,949 D
						<u>(3)</u> <u>(5)</u>	

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)	8. Amount or Number of Shares
Stock Option	\$ 37.29	07/08/2013		M	22,500	<u>(6)</u> 05/09/2020	Common Stock	22,500
Stock Option	\$ 37.86	07/08/2013		M	3,500	<u>(7)</u> 02/01/2022	Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pace Megan E C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY ST. CAMBRIDGE, MA 02139			SVP, Corp. Communications	

Signatures

Kenneth L. Horton, Attorney-In-Fact 07/10/2013

**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 Ms. Pace's company approved trading plan under Rule 10b5-1.
- (2) Open market sales reported on this line occurred at a weighted average price of \$80.48 (range \$80.04 to \$80.91).
- (3) Ms. Pace 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 \$81.54 (range \$81.04 to \$81.88).
- (5) Open market sales reported on this line occurred at a weighted average price of \$82.46 (range \$82.03 to \$82.70).
- (6) The option vests in 16 quarterly installments from 05/10/2010.
- (7) The option vests in 16 quarterly installments from 02/02/2012.

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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