

VERTEX PHARMACEUTICALS INC / MA

Form 4

May 16, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Silva Paul M

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)
05/09/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Corp Controller

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 Beneficial Ownership (Instr. 4)
Common Stock	05/09/2012		M	V 7,500 A \$ 36.27	13,625	D	
Common Stock	05/09/2012		M	V 7,032 A \$ 18.93	20,657	D	
Common Stock	05/09/2012		M	V 5,156 A \$ 33.28	25,813	D	
Common Stock	05/09/2012		M	V 3,515 A \$ 32.16	29,328	D	

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Common Stock	05/09/2012	M	1,125	A	\$ 37.86	30,453	D	
Common Stock	05/09/2012	M	8,437	A	\$ 39.05	38,890	D	
Common Stock	05/09/2012	M	4,687	A	\$ 38.8	43,577	D	
Common Stock	05/09/2012	M	3,281	A	\$ 33.82	46,858	D	
Common Stock	05/09/2012	M	12,187	A	\$ 33.55	59,045	D	
Common Stock	05/09/2012	M	3,375	A	\$ 51.75	62,420	D	
Common Stock	05/09/2012	S	55,295	D	\$ 60.85 <u>(1) (2)</u>	7,125	D	
Common Stock	05/09/2012	S	1,000	D	\$ 61.08 <u>(2) (3)</u>	6,125	D	
Common Stock						1,380	I	401(k)

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. 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 36.27	05/09/2012		M	7,500	11/13/2007	08/12/2017	Common Stock	7,500
Stock Option	\$ 18.93	05/09/2012		M	7,032	05/07/2008	02/06/2018	Common Stock	7,032

Stock Option	\$ 33.28	05/09/2012	M	5,156	10/16/2009	07/15/2019	Common Stock	5,156
Stock Option	\$ 32.16	05/09/2012	M	3,515	10/24/2008	07/23/2018	Common Stock	3,515
Stock Option	\$ 37.86	05/09/2012	M	1,125	05/02/2012	02/01/2022	Common Stock	1,125
Stock Option	\$ 39.05	05/09/2012	M	8,437	05/04/2010	02/03/2020	Common Stock	8,437
Stock Option	\$ 38.8	05/09/2012	M	4,687	05/03/2011	02/02/2021	Common Stock	4,687
Stock Option	\$ 33.82	05/09/2012	M	3,281	10/14/2010	07/13/2020	Common Stock	3,281
Stock Option	\$ 33.55	05/09/2012	M	12,187	05/05/2009	02/04/2019	Common Stock	12,187
Stock Option	\$ 51.75	05/09/2012	M	3,375	10/13/2011	07/12/2021	Common Stock	3,375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Silva Paul M C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY ST CAMBRIDGE, MA 02139			SVP & Corp Controller	

Signatures

David T. Howton,
Attorney-In-Fact

05/16/2012

__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) Open market sales reported on this line occurred at a weighted average price of \$60.85 (range \$60.85 to \$60.95).
- (2) Mr. Silva 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 \$61.08 (range \$61.02 to \$61.09).

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.