

VERTEX PHARMACEUTICALS INC / MA

Form 4

February 07, 2014

# 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 \*  
Connolly Thomas

(Last) (First) (Middle)

C/O VERTEX  
PHARMACEUTICALS  
INCORPORATED, 50 NORTHERN  
AVENUE

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VERTEX PHARMACEUTICALS  
INC / MA [VRTX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/05/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
SVP, Human Resources

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

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

**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                    | 02/05/2014                           |  | A                              | (A)<br>or<br>(D)<br>V Amount Price<br>11,875<br>(1) \$ 0.01       | 15,647  | D  |  |
| Common Stock                    | 02/05/2014                           |  | M                              | 938 A \$ 45.11  | 16,585  | D  |  |
| Common Stock                    | 02/05/2014                           |  | S(2)                           | 200 D \$ 76.82<br>(3) (4)   | 16,385  | D  |  |
| Common                          | 02/05/2014                           |  | S(2)                           | 738 D \$  | 15,647  | D  |  |

|              |                                |   |        |
|--------------|--------------------------------|---|--------|
| Stock        | 77.83<br><u>(4)</u> <u>(5)</u> |   |        |
| Common Stock | 150                            | I | 401(k) |

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) |                  |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 77.31   | 02/05/2014                           |  | A                              |   | 62,750   |   | <u>(6)</u>       | 02/04/2024      | Common Stock | 62,750                     |
| Employee Stock Option (right to buy)       | \$ 45.11   | 02/05/2014                           |  | M                              |   | 938  |   | <u>(7)</u>       | 02/04/2023      | Common Stock | 938                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                             |
|--|---|
|  | Director    10% Owner    Officer    Other |
| Connolly Thomas<br>C/O VERTEX PHARMACEUTICALS INCORPORATED<br>50 NORTHERN AVENUE<br>BOSTON, MA 02210 | SVP, Human Resources                      |

## Signatures

Kenneth L. Horton,  
Attorney-In-Fact

02/07/2014

\_\_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) Stock grant under 2006 Stock and Option Plan, vesting on 2/5/2018, subject to (i) acceleration of 50% of shares upon (a) reaching a specified net product sales level over a one-year period for a combination regimen that includes ivacaftor and a CFTR corrector or (b) dosing of the first patient in the first clinical trial to evaluate a second-generation CFTR corrector compound and (ii) acceleration of 50% of shares upon (a) dosing of the first patient in a pivotal trial for a regimen including VX-661 or a specified cancer compound or (b) reaching a specified net product sales level over a one-year period for all our products.
- (2) Transaction made pursuant to Mr. Connolly's company approved trading plan under Rule 10b5-1.
- (3) Open market sales reported on this line occurred at a weighted average price of \$76.82 (range \$76.49 to \$77.14).
- (4) Mr. Connolly 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.
- (5) Open market sales reported on this line occurred at a weighted average price of \$77.83 (range \$77.47 to \$78.13).
- (6) The option vests in 16 quarterly installments from 02/05/2014.
- (7) The option vests in 16 quarterly installments from 02/05/2013.

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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