

VERTEX PHARMACEUTICALS INC / MA
 Form 3
 July 16, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Kelly Lisa (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 07/12/2007 | 3. Issuer Name and Ticker or Trading Symbol VERTEX PHARMACEUTICALS INC / MA [VRTX] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Human Resources | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|--|--|---|--|--|

C/O VERTEX
 PHARMACEUTICALS
 INCORPORATED, 130
 WAVERLY STREET
 (Street)

CAMBRIDGE, MA 02139
 (City) (State) (Zip)

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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 7,000 ⁽¹⁾ | D | |
| Common Stock | 360 | I | 401(k) |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option | 10/31/2006 ⁽²⁾ | 07/30/2016 | Common Stock | 30,000 | \$ 33.51 | D | Â |
| Stock Option | 04/23/2007 ⁽³⁾ | 01/23/2017 | Common Stock | 22,500 | \$ 36.3 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kelly Lisa C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY STREET CAMBRIDGE, MA 02139 | Â | Â | Â SVP, Human Resources | Â |

Signatures

Valerie L. Andrews,
Attorney-In-Fact

07/16/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Includes (i) 4,000 restricted shares granted on July 31, 2006, subject to a repurchase right that lapses in four equal annual installments and (ii) 3,000 restricted shares vesting on January 24, 2011, subject to a repurchase right and to acceleration upon achievement of certain performance-based milestones.

(2) Right to buy shares of Common Stock under 2006 Stock and Option Plan, vesting in 16 equal quarterly installments from July 31, 2006.

(3) Right to buy shares of Common Stock under 2006 Stock and Option Plan, vesting in 16 equal quarterly installments from January 24, 2007.

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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