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VERTEX PHARMACEUTICALS INC / MA

Form 4

August 14, 2008

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

X Director

BOGER JOSHUA S Syn

Symbol

suer

President & CEO

VERTEX PHARMACEUTICALS INC / MA [VRTX]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

X Officer (give title

____ 10% Owner

(Month/Day/Year) 08/13/2008

below)

tle ____ Other (specify

C/O VERTEX PHARMACEUTICALS INCORPORATED, 130 WAVERLY

STREET

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

CAMBRIDGE, MA 02139

(City)	(State)	(Zip) Table	Table I - Non-Derivative Securities Acquired, Dispose						y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)			5. Amount of Securities Beneficially Owned Following	rities Ownership ficially Form: Direct ed (D) or		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	08/13/2008		M	12,400	A	\$ 10.19	1,107,444	D	
Common Stock	08/13/2008		S(1)	9,400	D	\$ 28.97 (2) (4)	1,098,044	D	
Common Stock	08/13/2008		S <u>(1)</u>	3,000	D	\$ 29.75 (3) (4)	1,095,044	D	

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Common Stock	12,445	I	401(k)
Common Stock	207,500	I	Shares in trust (5)

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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
Stock Options	\$ 10.19	08/13/2008		M	12,400	<u>(6)</u>	09/16/2008	Common Stock	12,400

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BOGER JOSHUA S						
C/O VERTEX PHARMACEUTICALS INCORPORATED	X		President			
130 WAVERLY STREET	Λ		& CEO			
CAMBRIDGE, MA 02139						

Signatures

Kenneth S. Boger, 08/14/2008 Attorney-In-Fact **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).
- Transaction for sales of common stock made pursuant to Dr. Boger's company approved trading plan established under Rule 10b5-1.

(2) Open market sales reported on this line occurred at a weighted average price of \$28.97 (range \$28.54 to \$29.53).

Reporting Owners 2

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- (3) Open market sales reported on this line occurred at a weighted average price of \$29.75 (range \$29.54 to \$30.17).
- (4) Dr. Boger 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) Shares held in trust for Dr. Boger's children. Dr. Boger disclaims beneficial ownership of such shares.
- (6) Fully vested.

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.