

VERTEX PHARMACEUTICALS INC / MA

Form 4

June 29, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOGER KENNETH S

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)
**C/O VERTEX
PHARMACEUTICALS
INCORPORATED, 130 WAVERLY
ST**

3. Date of Earliest Transaction
(Month/Day/Year)
06/28/2011

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
SVP & General Counsel

(Street)
CAMBRIDGE, MA 02176

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/28/2011		M		14,667	A	\$ 18.75
Common Stock	06/28/2011		S ⁽¹⁾		14,667	D	\$ 50
Common Stock							5,021
Common Stock							174,167 ⁽²⁾
							401(k)
							Trustee of Trusts

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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	\$ 18.75	06/28/2011		M	14,667	(3) 09/23/2011	Common Stock	14,667

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BOGER KENNETH S C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY ST CAMBRIDGE, MA 02176	SVP & General Counsel

Signatures

Kenneth S.
Boger 06/29/2011

**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 Mr. Boger's company approved trading plan under Rule 10b5-1.

(2) Kenneth S. Boger is the trustee for trusts established for the benefit of the three adult children of Joshua S. Boger (a director of the issuer).

(3) 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.

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