

MEDICINES CO /DE
Form 4
February 21, 2007

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 *
MEANWELL CLIVE

(Last) (First) (Middle)

THE MEDICINES COMPANY, 8
CAMPUS DRIVE

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEDICINES CO /DE [MDCO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2007

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)

Chief Executive Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/16/2007		A		50,000	A	\$ 0
Common Stock	02/20/2007		J(2)(3)		85,403	D	(2) (3)
Common Stock	02/20/2007		J(2)(3)		15,520 (4)	A	(2) (3)

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

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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
Option (right to buy)	\$ 28.6	02/16/2007		A	100,000	<u>(5)</u>	02/16/2017	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEANWELL CLIVE THE MEDICINES COMPANY 8 CAMPUS DRIVE PARSIPPANY, NJ 07054	X		Chief Executive Officer	

Signatures

/s/ Clive A.
Meanwell

02/21/2007

**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) End of period holdings includes 100,923 shares subject to a prepaid variable forward sales contract (the "Contract"), pursuant to which Dr. Meanwell pledged and agreed to deliver to Bear Stearns Bank plc ("Bear") in February 2007 up to 100,923 shares of common stock of The Medicines Company (the "Company").

(2) On February 20, 2007 (the "Pricing Date"), Clive A. Meanwell settled his obligation to deliver shares of common stock of the Company under the Contract entered into with Bear on August 19, 2004 by delivering 85,403 shares of common stock to Bear. Pursuant to the Contract, Dr. Meanwell received a cash payment in August 2004 of \$2,091,401.59. In exchange for the cash payment, Dr. Meanwell pledged and agreed to deliver to Bear on the Pricing Date up to 100,923 shares of common stock of the Company. Under the Contract, the number of shares delivered by Dr. Meanwell at settlement was determined based on the closing price (the "Settlement Price") of the Company's common stock on the Pricing Date. The Settlement Price was \$28.81 per share. Dr. Meanwell was obligated to deliver a number of shares equal to the product of (a) 100,923 and (continued in Footnote 3 below)

(3) (continued from Footnote 2 above) (b) the ratio obtained by dividing the Floor Price of \$24.38 per share by the Settlement Price. As a result, Dr. Meanwell was obligated to deliver 85,403 shares to Bear and was not required to deliver 15,520 shares which were subject to the Contract.

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- (4) Consists of the 15,520 shares of common stock that Dr. Meanwell retained and was not required to deliver to Bear under the Contract, as described in Footnotes 2 and 3 above.
- (5) The option vests in 48 equal monthly installments beginning on March 16, 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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