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VERTEX PHARMACEUTICALS INC / MA

Form 4

February 07, 2014

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or

Check this box

SECURITIES Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LEIDEN JEFFREY M Issuer Symbol VERTEX PHARMACEUTICALS (Check all applicable) INC / MA [VRTX] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O VERTEX 02/05/2014 CEO & President **PHARMACEUTICALS INCORPORATED, 50 NORTHERN AVENUE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BOSTON, MA 02210 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Transaction(A) or Disposed of (D) Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

Common 64,500 \$ 02/05/2014 A 247,425 D (1) 0.01 Stock

Code V

Common 440 I 401(k)Stock

(A)

or

(D)

Amount

Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

Transaction(s)

(Instr. 3 and 4)

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number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and		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 Number Shares				
Employee Stock Option (right to buy)	\$ 77.31	02/05/2014		A	213,000		(2)	02/04/2024	Common Stock	213,00				

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
LEIDEN JEFFREY M						
C/O VERTEX PHARMACEUTICALS INCORPORATED			CEO & President			
50 NORTHERN AVENUE			CLO & Tresident			
BOSTON, MA 02210						

Signatures

Kenneth L. Horton, 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).

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) The option vests in 16 quarterly installments from 02/05/2014.

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.

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