

VERTEX PHARMACEUTICALS INC / MA

Form 4

April 29, 2015

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

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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 \*  
Kearney Terrence C

(Last) (First) (Middle)

C/O VERTEX  
PHARMACEUTICALS  
INCORPORATED, 50 NORTHERN  
AVENUE

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
VERTEX PHARMACEUTICALS  
INC / MA [VRTX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/27/2015

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)

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	04/27/2015		M		28,125	A	\$ 56.99
Common Stock	04/27/2015		M		20,000	A	\$ 53.85
Common Stock	04/27/2015		M		20,000	A	\$ 59.55
Common Stock	04/27/2015		S <sup>(1)</sup>		26,593	D	\$ 127.5 (2) (3)

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Common Stock	04/27/2015	S <sup>(1)</sup>	16,295	D	\$ 128.12 (3) (4)	25,237	D
Common Stock	04/27/2015	S <sup>(1)</sup>	4,500	D	\$ 129.94 (3) (5)	20,737	D
Common Stock	04/27/2015	S <sup>(1)</sup>	8,800	D	\$ 130.58 (3) (6)	11,937	D
Common Stock	04/27/2015	S <sup>(1)</sup>	3,969	D	\$ 131.76 (3) (7)	7,968	D
Common Stock	04/27/2015	S <sup>(1)</sup>	5,668	D	\$ 132.82 (3) (8)	2,300	D
Common Stock	04/27/2015	S <sup>(1)</sup>	2,300	D	\$ 133.63 (3) (9)	0	D

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 (right to buy)	\$ 56.99	04/27/2015		M	28,125	(10) 05/16/2021	Common Stock	28,125
Stock Option (right to buy)	\$ 53.85	04/27/2015		M	20,000	(11) 05/31/2021	Common Stock	20,000

Stock Option (right to buy)	\$ 59.55	04/27/2015	M	20,000	<u>(11)</u>	05/31/2022	Common Stock	20,000
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kearney Terrence C C/O VERTEX PHARMACEUTICALS INCORPORATED 50 NORTHERN AVENUE BOSTON, MA 02210	X			

## Signatures

Omar White,  
Attorney-In-Fact

04/29/2015

\*\*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. Kearney's company approved trading plan under Rule 10b5-1.
  - (2) Open market sales reported on this line occurred at a weighted average price of \$127.50 (range \$126.87 to \$127.86).
  - (3) Mr. Kearney 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.
  - (4) Open market sales reported on this line occurred at a weighted average price of \$128.12 (range \$127.87 to \$128.83).
  - (5) Open market sales reported on this line occurred at a weighted average price of \$129.94 (range \$129.16 to \$130.15).
  - (6) Open market sales reported on this line occurred at a weighted average price of \$130.58 (range \$130.16 to \$131.14).
  - (7) Open market sales reported on this line occurred at a weighted average price of \$131.76 (range \$131.25 to \$132.20).
  - (8) Open market sales reported on this line occurred at a weighted average price of \$132.82 (range \$132.32 to \$133.30).
  - (9) Open market sales reported on this line occurred at a weighted average price of \$133.63 (range \$133.36 to \$134.09).
  - (10) The option vests in 16 quarterly installments from 05/17/2011.
  - (11) 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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