

VERTEX PHARMACEUTICALS INC / MA  
 Form 4  
 June 30, 2009

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**BOGER KENNETH S**

(Last) (First) (Middle)

C/O VERTEX  
 PHARMACEUTICALS  
 INCORPORATED, 130 WAVERLY  
 STREET

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**06/26/2009**

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)  
**SVP & General Counsel**

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 or Price		
Common Stock	06/26/2009		M		27,316 A \$ 15.87	D	
Common Stock	06/26/2009		M		4,821 A \$ 15.87	D	
Common Stock	06/26/2009		M		3,160 A \$ 15.6	D	131,154
Common Stock	06/26/2009		M		29,998 A \$ 15.6	D	161,152

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Common Stock	06/26/2009	M	2,700	A	\$ 9.07	163,852	D	
Common Stock	06/26/2009	M	18,000	A	\$ 11.27	181,852	D	
Common Stock	06/26/2009	M	10,803	A	\$ 17.16	192,655	D	
Common Stock	06/26/2009	M	11,203	A	\$ 10.41	203,858	D	
Common Stock	06/26/2009	S <sup>(1)</sup>	108,001	D	\$ 36	95,857	D	
Common Stock						4,364	I	401(k)

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)	Amount or Number of Shares
Stock Options	\$ 15.87	06/26/2009		M	27,316	<u>(2)</u> 07/21/2012	Common Stock	27,316
Stock Options	\$ 15.87	06/26/2009		M	4,821	<u>(2)</u> 07/21/2012	Common Stock	4,821
Stock Options	\$ 15.6	06/26/2009		M	3,160	<u>(2)</u> 01/17/2013	Common Stock	3,160
Stock Options	\$ 15.6	06/26/2009		M	29,998	<u>(2)</u> 01/17/2013	Common Stock	29,998
Stock Options	\$ 9.07	06/26/2009		M	2,700	<u>(2)</u> 12/10/2013	Common Stock	2,700
Stock Options	\$ 11.27	06/26/2009		M	18,000	<u>(2)</u> 10/06/2014	Common Stock	18,000

Stock Options	\$ 17.16	06/26/2009	M	10,803	10/20/2005 <sup>(3)</sup>	07/19/2015	Common Stock	10,803
Stock Options	\$ 10.41	06/26/2009	M	11,203	<sup>(2)</sup>	02/02/2015	Common Stock	11,203

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOGER KENNETH S C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY STREET CAMBRIDGE, MA 02139			SVP & General Counsel	

## Signatures

Valerie L. Andrews,  
Attorney-In-Fact

06/30/2009

\*\*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 established under Rule 10b5-1.
- (2) Fully vested.
- (3) Right to buy under 1996 Stock and Option Plan, vesting quarterly over 4 years.

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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