

VERTEX PHARMACEUTICALS INC / MA  
 Form 4  
 May 09, 2012

**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 \*  
 Wysenski Nancy

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/07/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Chief Commercial Officer

C/O VERTEX PHARMACEUTICALS INCORPORATED, 130 WAVERLY ST

(Street)

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

CAMBRIDGE, MA 02139

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |                                   |
| Common Stock                    | 05/07/2012                           |  | M                              |   | 6,797   | \$ 33.82   | A 43,191 D                        |
| Common Stock                    | 05/07/2012                           |  | M                              |   | 12,500  | \$ 39.7  | A 55,691 D                        |
| Common Stock                    | 05/07/2012                           |  | M                              |   | 120,000   | \$ 39.7  | A 175,691 D                       |
| Common Stock                    | 05/07/2012                           |  | M                              |   | 3,398   | \$ 38.8  | A 179,089 D                       |

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|              |            |                  |         |   |          |        |   |
|--------------|------------|------------------|---------|---|----------|--------|---|
| Common Stock | 05/07/2012 | S <sup>(1)</sup> | 147,695 | D | \$ 54.5  | 31,394 | D |
| Common Stock | 05/08/2012 | M                | 9,063   | A | \$ 33.82 | 40,457 | D |
| Common Stock | 05/08/2012 | M                | 10,196  | A | \$ 38.8  | 50,653 | D |
| Common Stock | 05/08/2012 | M                | 18,750  | A | \$ 39.7  | 69,403 | D |
| Common Stock | 05/08/2012 | S <sup>(1)</sup> | 9,063   | D | \$ 59.19 | 60,340 | D |
| Common Stock | 05/08/2012 | S <sup>(1)</sup> | 10,196  | D | \$ 62.08 | 50,144 | D |
| Common Stock | 05/08/2012 | S <sup>(1)</sup> | 18,750  | D | \$ 63.52 | 31,394 | 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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | V   | (A) (D) | Date Exercisable   | Expiration Date | Title   | Amount of Number of Shares |
| Stock Option                               | \$ 33.82   | 05/07/2012                           |  | M                              |   | 6,797   | 10/14/2010   | 07/13/2020      | Common Stock  | 6,897                      |
| Stock Option                               | \$ 39.7  | 05/07/2012                           |  | M                              |   | 12,500  | 03/09/2010   | 12/08/2019      | Common Stock  | 12,500                     |
| Stock Option                               | \$ 39.7  | 05/07/2012                           |  | M                              |   | 120,000 | 05/23/2011   | 12/08/2019      | Common Stock  | 120,000                    |
| Stock Option                               | \$ 38.8  | 05/07/2012                           |  | M                              |   | 3,398   | 05/03/2011   | 02/02/2021      | Common Stock  | 3,398                      |
| Stock Option                               | \$ 33.82   | 05/08/2012                           |  | M                              |   | 9,063   | 10/14/2010   | 07/13/2020      | Common Stock  | 9,063                      |
| Stock Option                               | \$ 38.8  | 05/08/2012                           |  | M                              |   | 10,196  | 05/03/2011   | 02/02/2021      | Common Stock  | 10,196                     |

|                 |         |            |   |        |            |            |                 |        |
|-----------------|---------|------------|---|--------|------------|------------|-----------------|--------|
| Stock<br>Option | \$ 39.7 | 05/08/2012 | M | 18,750 | 03/09/2010 | 12/08/2019 | Common<br>Stock | 18,750 |
|-----------------|---------|------------|---|--------|------------|------------|-----------------|--------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| Wysenski Nancy<br>C/O VERTEX PHARMACEUTICALS<br>INCORPORATED<br>130 WAVERLY ST<br>CAMBRIDGE, MA 02139 |               |           | EVP, Chief Commercial<br>Officer |       |

## Signatures

David T. Howton,  
Attorney-In-Fact

05/09/2011

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 Ms. Wysenski's company approved trading plan under Rule 10b5-1.

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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