BOGER JOSHUA S
Form 4
October 11, 2012

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BOGER JOSHUA S

(Last) (First) (Middle)

C/O VERTEX PHARMACEUTICALS INCORPORATED, 130 WAVERLY ST.

(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)
10/10/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 10/10/2012 | | M | | 4,000 | A | $ 15.6 | 636,895 | D | |
| Common Stock | 10/10/2012 | | S(1) | | 1,800 | D | $ 56.82 (2) (3) | 635,095 | D | |
| Common Stock | 10/10/2012 | | S(1) | | 2,100 | D | $ 57.37 (3) (4) | 632,995 | D | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock | 10/10/2012 | | S[(1)] | 100 | D | $ 58.49 | 632,895 | D | |
| Common Stock | | | | | | | 13,286 | I | 401(k) |
| Common Stock | | | | | | | 300,000 | I | Common Stock held in trust. [(5)] |

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

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SEC 1474 (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 D S (I |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Employee Stock Option (right to buy) | $ 15.6 | 10/10/2012 | | M | | | 4,000 | [(6)] | 01/17/2013 | Common Stock | 4,000 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| BOGER JOSHUA S<br>C/O VERTEX PHARMACEUTICALS INCORPORATED<br>130 WAVERLY ST.<br>CAMBRIDGE, MA 02139 | X | | | |

# Signatures

| | |
|---|---|
| Valerie L. Andrews, Attorney-In-Fact | 10/11/2012 |
| **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 Dr. Boger's company approved trading plan under Rule 10b5-1.

**(2)** Open market sales reported on this line occurred at a weighted average price of $56.82 (range $56.38 to $56.96).

**(3)** Dr. Boger 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 $57.37 (range $57.00 to $57.81).

**(5)** Common stock held in grantor retained annuity trusts.

**(6)** 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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