

SMITH IAN F
Form 4
April 23, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
SMITH IAN F

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)
04/19/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

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 | | |
| Common Stock | 04/19/2013 | | M | | \$ 15,858 51.75 | A | 46,068 D |
| Common Stock | 04/19/2013 | | M | | \$ 27,187 38.8 | A | 73,255 D |
| Common Stock | 04/19/2013 | | M | | \$ 24,921 33.82 | A | 98,176 D |
| Common Stock | 04/19/2013 | | M | | \$ 40,781 39.05 | A | 138,957 D |

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| | | | | | | | | |
|--------------|------------|------------------|---------|---|----------|---------|---|--------|
| Common Stock | 04/19/2013 | M | 54,375 | A | \$ 33.55 | 193,332 | D | |
| Common Stock | 04/19/2013 | M | 33,983 | A | \$ 33.28 | 227,315 | D | |
| Common Stock | 04/19/2013 | M | 36,250 | A | \$ 35.35 | 263,565 | D | |
| Common Stock | 04/19/2013 | M | 54,375 | A | \$ 36.3 | 317,940 | D | |
| Common Stock | 04/19/2013 | M | 28,570 | A | \$ 28.84 | 346,510 | D | |
| Common Stock | 04/19/2013 | M | 36,250 | A | \$ 32.16 | 382,760 | D | |
| Common Stock | 04/19/2013 | M | 73,500 | A | \$ 35.64 | 456,260 | D | |
| Common Stock | 04/19/2013 | M | 300,000 | A | \$ 33 | 756,260 | D | |
| Common Stock | 04/19/2013 | M | 13,593 | A | \$ 37.86 | 769,853 | D | |
| Common Stock | 04/19/2013 | S ⁽¹⁾ | 691,318 | D | \$ 81.5 | 78,535 | D | |
| Common Stock | 04/19/2013 | S ⁽¹⁾ | 54,367 | D | \$ 85 | 24,168 | D | |
| Common Stock | | | | | | 5,205 | I | 401(k) |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock | \$ 35.64 | 04/19/2013 | | M | 73,500 | (2) | 02/01/2016 | Common Stock | 73,500 |

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| | | | | | | | | | |
|--|----------|------------|---|---------|------------|------------|-----------------|---------|--|
| Option (right to buy) | | | | | | | | | |
| Employee Stock Option (right to buy) | \$ 35.35 | 04/19/2013 | M | 36,250 | <u>(2)</u> | 07/19/2016 | Common Stock | 36,250 | |
| Employee Stock Option (right to buy) | \$ 36.3 | 04/19/2013 | M | 54,375 | <u>(2)</u> | 01/23/2017 | Common Stock | 54,375 | |
| Employee Stock Option (right to buy) | \$ 28.84 | 04/19/2013 | M | 28,570 | <u>(2)</u> | 07/11/2017 | Common Stock | 28,570 | |
| Employee Stock Option (right to buy) | \$ 32.16 | 04/19/2013 | M | 36,250 | <u>(2)</u> | 07/23/2018 | Common Stock | 36,250 | |
| Employee Stock Option (right to buy) | \$ 33.55 | 04/19/2013 | M | 54,375 | <u>(2)</u> | 02/04/2019 | Common Stock | 54,375 | |
| Employee Stock Option (right to buy) | \$ 33.28 | 04/19/2013 | M | 33,983 | <u>(3)</u> | 07/15/2019 | Common Stock | 33,983 | |
| Employee Stock Option (right to buy) | \$ 33 | 04/19/2013 | M | 300,000 | <u>(2)</u> | 10/21/2019 | Common Stock | 300,000 | |
| Employee Stock Option (right to buy) | \$ 39.05 | 04/19/2013 | M | 40,781 | <u>(4)</u> | 02/03/2020 | Common Stock | 40,781 | |
| Employee Stock Option | \$ 33.82 | 04/19/2013 | M | 24,921 | <u>(5)</u> | 07/13/2020 | Common Stock | 24,921 | |

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