

SMITH IAN F
Form 4
April 23, 2013

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

(Last) (First) (Middle)
C/O VERTEX
PHARMACEUTICALS
INCORPORATED, 130 WAVERLY
ST.

3. Date of Earliest Transaction
(Month/Day/Year)
04/19/2013

(Street)
CAMBRIDGE, MA 02139

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/19/2013		M		15,858	A	\$ 51.75
Common Stock	04/19/2013		M		27,187	A	\$ 38.8
Common Stock	04/19/2013		M		24,921	A	\$ 33.82
Common Stock	04/19/2013		M		40,781	A	\$ 39.05

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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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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)		
				Code	V (A) (D)	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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