

VERTEX PHARMACEUTICALS INC / MA
 Form 4
 February 08, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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).

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 *
 Sachdev Amit

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
X Officer (give title below) ___ Other (specify below)
 SVP, Corp Affairs & Pub Policy

(Last) (First) (Middle)

C/O VERTEX PHARMACEUTICALS INCORPORATED, 130 WAVERLY STREET

3. Date of Earliest Transaction (Month/Day/Year)
 02/04/2010

(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 (D) Price			
Common Stock	02/04/2010		A	10,166 (1) \$ 0.01	50,983	D	
Common Stock					411	I	401(k)

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

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number.

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 or Number of Shares
Stock Option	\$ 39.05	02/04/2010		A	76,250 (2)	05/04/2010	02/03/2020	Common Stock	76,250

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Sachdev Amit
C/O VERTEX PHARMACEUTICALS
INCORPORATED
130 WAVERLY STREET
CAMBRIDGE, MA 02139

SVP, Corp Affairs & Pub
Policy

Signatures

Kenneth S. Boger,
Attorney-In-Fact

02/08/2010

**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).

Stock grant under 2006 Stock and Option Plan, vesting on 2/4/2014, subject to 50% acceleration upon receiving U.S. marketing approval
(1) for telaprevir; and to 50% acceleration upon either (a) reaching specified telaprevir sales levels during 18 months following its U.S. launch or (b) launch of any additional drug beyond telaprevir prior to December 31, 2012.

(2) Stock option under 2006 Stock and Option Plan, vesting in 16 equal quarterly installments over four 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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