

MEDICINES CO /DE
Form 4
February 23, 2011

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 *
SBLENDORIO GLENN

(Last) (First) (Middle)

8 SYLVAN WAY

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEDICINES CO /DE [MDCO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 02/18/2011 | | A | | 18,000 | A | \$ 17.45 |
| Common Stock | 02/18/2011 | | M | | 6,875 | A | \$ 7.31 |
| Common Stock | 02/18/2011 | | S | | 6,875 | D | \$ 16.96 (1) |
| Common Stock | 02/18/2011 | | S | | 12,551 | D | \$ 16.87 (2) |
| | 02/18/2011 | | S | | 3,435 | D | |
| | | | | | | | 81,465 |

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| | | | | | | | | |
|--------------|------------|--|---|-------|------------|------------|-------|--------|
| Common Stock | | | | | \$ | | | |
| | | | | | 16.92 | | | |
| | | | | | <u>(3)</u> | | | |
| Common Stock | 02/22/2011 | | S | 2,818 | D | \$ | 17.28 | 78,647 |
| | | | | | | <u>(4)</u> | | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------|----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am or Num of S |
| Option (right to buy) | \$ 17.45 | 02/18/2011 | | A | 90,000 | <u>(5)</u> | 02/18/2021 | Common Stock | 90 |
| Option (right to buy) | \$ 7.31 | 02/18/2011 | | M | 6,875 | 02/18/2011 ⁽⁶⁾ | 02/19/2014 | Common Stock | 6, |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SBLENDORIO GLENN
8 SYLVAN WAY
PARSIPPANY, NJ 07054

Executive VP & CFO

Signatures

/s/Glenn
Sblendorio 02/23/2011

**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).

The range of prices for the transactions reported on this line is between \$16.94 and \$16.99 per share. The price reported above reflects the
(1) weighted average sales price. The undersigned undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

The range of prices for the transactions reported on this line is between \$16.83 and \$16.93 per share. The price reported above reflects the
(2) weighted average sales price. The undersigned undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

The range of prices for the transactions reported on this line is between \$16.91 and \$16.94 per share. The price reported above reflects the
(3) weighted average sales price. The undersigned undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

The range of prices for the transactions reported on this line is between \$17.10 and \$17.61 per share. The price reported above reflects the
(4) weighted average sales price. The undersigned undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(5) The option vests in 48 equal monthly installments beginning on 3/18/2011.

As of 02/18/2011, the original grant (30,000 shares granted on 02/19/2010) was vested with respect to 7,500 of the shares covered thereby
(6) and the remaining 22,500 shares covered by this option vest in equal monthly installments ending on 02/19/2014. After the exercise of the options reported hereby, as of 02/18/2011, 625 of the shares covered by the option were vested but not exercised.

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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