

MEDICINES CO /DE  
Form 4  
March 01, 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 \*  
MEANWELL CLIVE

(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)  
02/25/2011

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)  
Chairman & CEO

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	02/25/2011		S <sup>(1)</sup>		35,800	\$ 17.22 (2)	D
Common Stock	02/28/2011		M <sup>(3)</sup>		15,000	\$ 10.11	D
Common Stock	02/28/2011		S		15,000	\$ 17.32 (4)	D
Common Stock	02/28/2011		J <sup>(5)</sup>		1,053	\$ 10.08	D
	02/28/2011		S <sup>(1)</sup>		19,900		D

Common Stock					\$			
					17.28			
					<u>(6)</u>			
Common Stock	03/01/2011		S <sup>(1)</sup>	44,300	D	\$	16.83	339,714 D
						<u>(7)</u>		

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Option (right to buy)	\$ 10.11	02/28/2011		M <sup>(3)</sup>	15,000	02/28/2011 <sup>(8)</sup> 12/11/2011	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEANWELL CLIVE 8 SYLVAN WAY PARSIPPANY, NJ 07054	X		Chairman & CEO	

## Signatures

/s/Clive  
Meanwell 03/01/2011

           \*\*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).

(1) Represents a planned sale by Dr. Meanwell during an available trading window.

The range of prices for the transactions reported on this line is between \$17.06 and \$17.31 per share. The price reported above reflects the

(2) weighted average sales price. The reporting person 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.

(3) Represents the exercise and sale of options that were set to expire in December 2011.

The range of prices for the transactions reported on this line is between \$17.17 and \$17.53 per share. The price reported above reflects the

(4) weighted average sales price. The reporting person 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) Acquired under The Medicines Company employee stock purchase plan on 02/28/2011.

The range of prices for the transactions reported on this line is between \$17.16 and \$17.38 per share. The price reported above reflects the

(6) weighted average sales price. The reporting person 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 \$16.52 and \$17.38 per share. The price reported above reflects the

(7) 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.

(8) As of 03/1/2011, the original grant (15,000 granted on 12/11/2001) was 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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