BOGER JOSHUA S

Form 4 July 19, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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OMB APPROVAL

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Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BOGER JOSHUA S**

2. Issuer Name and Ticker or Trading

Symbol

VERTEX PHARMACEUTICALS INC / MA [VRTX]

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

(Month/Day/Year) 07/18/2012

_X__ Director 10% Owner Officer (give title Other (specify

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)

X Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 02139

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	rities Acq	uired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	07/18/2012		M	4,000	A		636,895	D	
Common Stock	07/18/2012		S <u>(1)</u>	4,000	D	\$ 53.47 (2) (3)	632,895	D	
Common Stock							13,286	I	401(k)
Common							300,000	I	Common

Stock Stock held in trust. (4)

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. Transactic Code (Instr. 8)	5. Number or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		1 3 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 15.6	07/18/2012		M	4,000	<u>(5)</u>	01/17/2013	Common Stock	4,000	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BOGER JOSHUA S C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY ST. CAMBRIDGE, MA 02139

X

Signatures

Valerie L. Andrews, Attorney-In-Fact 07/19/2012

**Signature of Reporting Person Date

Reporting Owners 2

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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) Transaction made pursuant to Dr. Boger's company approved trading plan under Rule 10b5-1.
- (2) Dr. Boger undertakes to provide (upon request by the SEC staff, the issuer or a security holder of the issuer) full information regarding the number of shares sold at each separate price.
- (3) Open market sales reported on this line occurred at a weighted average price of \$53.47 (range \$53.15 to \$53.67).
- (4) Common stock held in grantor retained annuity trusts.
- (5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.