

VERTEX PHARMACEUTICALS INC / MA

Form 4

February 27, 2015

# 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 \*  
BOGER JOSHUA S

2. Issuer Name and Ticker or Trading Symbol  
VERTEX PHARMACEUTICALS INC / MA [VRTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/25/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O VERTEX PHARMACEUTICALS INCORPORATED, 50 NORTHERN AVENUE

(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

BOSTON, MA 02210

(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 (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 02/25/2015                           |  | G <sup>(1)</sup>               | 2,500 D \$ 0  | 336,395   | D  |                                   |
| Common Stock                    | 02/25/2015                           |  | M                              | 1,300 A \$ 17.16  | 337,695   | D  |                                   |
| Common Stock                    | 02/25/2015                           |  | M                              | 10,400 A \$ 35.64   | 348,095   | D  |                                   |
| Common Stock                    | 02/25/2015                           |  | S <sup>(2)</sup>               | 300 D \$ 116.89   | 347,795   | D  |                                   |

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|              |            |  |                  |       |   |                       |                    |                                       |
|--------------|------------|--|------------------|-------|---|-----------------------|--------------------|---------------------------------------|
|              |            |  |                  |       |   | <u>(3)</u> <u>(4)</u> |                    |                                       |
| Common Stock | 02/25/2015 |  | S <sup>(2)</sup> | 7,300 | D | \$<br>118.66          | 340,495            | D                                     |
|              |            |  |                  |       |   | <u>(4)</u> <u>(5)</u> |                    |                                       |
| Common Stock | 02/25/2015 |  | S <sup>(2)</sup> | 2,900 | D | \$<br>119.56          | 337,595            | D                                     |
|              |            |  |                  |       |   | <u>(4)</u> <u>(6)</u> |                    |                                       |
| Common Stock | 02/25/2015 |  | S <sup>(2)</sup> | 1,200 | D | \$<br>120.58          | 336,395            | D                                     |
|              |            |  |                  |       |   | <u>(4)</u> <u>(7)</u> |                    |                                       |
| Common Stock |            |  |                  |       |   |                       | 372,111 <u>(8)</u> | D                                     |
| Common Stock |            |  |                  |       |   |                       | 13,286             | I                                     |
|              |            |  |                  |       |   |                       |                    | 401(k)                                |
| Common Stock |            |  |                  |       |   |                       | 136,873 <u>(8)</u> | I                                     |
|              |            |  |                  |       |   |                       |                    | Common Stock held in trust <u>(9)</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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 17.16   | 02/25/2015                           |  | M                              | 1,300   | <u>(10)</u> 07/19/2015                                   | Common Stock  | 1,300                         |
| Stock Option (right to buy)                | \$ 35.64   | 02/25/2015                           |  | M                              | 10,400  | <u>(10)</u> 02/01/2016                                   | Common Stock  | 10,400                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BOGER JOSHUA S<br>C/O VERTEX PHARMACEUTICALS INCORPORATED<br>50 NORTHERN AVENUE<br>BOSTON, MA 02210 | X             |           |         |       |

## Signatures

Omar White,  
Attorney-In-Fact

02/27/2015

\*\*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 gift made to a charitable foundation.
- (2) Transaction made pursuant to Dr. Boger's company approved trading plan under Rule 10b5-1.
- (3) Open market sales reported on this line occurred at a weighted average price of \$116.89 (range \$116.55 to \$117.48).
- (4) 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.
- (5) Open market sales reported on this line occurred at a weighted average price of \$118.66 (range \$118.19 to \$119.18).
- (6) Open market sales reported on this line occurred at a weighted average price of \$119.56 (range \$119.19 to \$120.15).
- (7) Open market sales reported on this line occurred at a weighted average price of \$120.58 (range \$120.26 to \$121.19).
- (8) Reflects a change in the form of ownership resulting from a 2/26/2015 distribution of an aggregate of 35,716 shares from grantor retained annuity trusts to Dr. Boger.
- (9) Common stock held in grantor retained annuity trusts.
- (10) 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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