

VERTEX PHARMACEUTICALS INC / MA
Form 4
December 16, 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 *
LEIDEN JEFFREY M

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
 Officer (give title below) Other (specify below)
CEO Designate

(Last) (First) (Middle)
C/O VERTEX
PHARMACEUTICALS
INCORPORATED, 130 WAVERLY
ST

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2011

(Street)
CAMBRIDGE, MA 02139

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

(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 Indirect Ownership (Instr. 4)
Common Stock	12/14/2011		A	(1) 50,017	\$ 0.01 52,617	D	
Common Stock	12/14/2011		A	(2) 133,378	\$ 0.01 185,995	D	

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)
Stock Option	\$ 29.99	12/14/2011		A	458,108	03/14/2012 ⁽³⁾ 12/13/2021	Common Stock 458,108

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

LEIDEN JEFFREY M
C/O VERTEX PHARMACEUTICALS INCORPORATED
130 WAVERLY ST
CAMBRIDGE, MA 02139

X

CEO Designate

Signatures

David T. Howton,
Attorney-In-Fact

12/16/2011

**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) Stock grant under 2006 Stock and Option Plan vesting on December 14, 2014.

Performance-based stock grant under 2006 Stock and Option Plan that will vest only if Vertex meets certain performance objectives. Up

(2) to 50% of the grant will vest on the date of the Company's first regularly scheduled board meeting in 2013 and up to 50% of the grant will vest on the date of the Company's 2014 Annual Meeting of its shareholders.

(3) Right to buy under 2006 Stock and Option Plan, vesting in 16 quarterly installments from 12/14/2011.

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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