

de Vries Glen Michael
Form 4
February 14, 2019

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 *
de Vries Glen Michael

2. Issuer Name and Ticker or Trading Symbol
Medidata Solutions, Inc. [MDSO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2019

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

C/O MEDIDATA SOLUTIONS, INC., 350 HUDSON STREET, 9TH FLOOR

(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

NEW YORK, NY 10014

(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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/27/2018		G	V 13,970 D \$ 0 ⁽¹⁾	714,340	D	
Common Stock	02/12/2019		A	152,944 ⁽²⁾ A \$ 71.98	867,600 ⁽³⁾	D	
Common Stock	02/12/2019		F	79,365 ⁽⁴⁾ D \$ 71.98	788,235	D	
Common Stock	02/12/2019		A	40,633 ⁽⁵⁾ A \$ 0	828,868	D	
Common Stock	02/13/2019		F	8,900 ⁽⁶⁾ D \$ 72.05	819,968	D	

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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 Underlying Security (Instr. 3 and 4)
Restricted Stock Units (Performance-Related)	\$ 0	02/12/2019		A	75,461	(7) (7)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
de Vries Glen Michael C/O MEDIDATA SOLUTIONS, INC. 350 HUDSON STREET, 9TH FLOOR NEW YORK, NY 10014	X		President	

Signatures

/s/ Michael I. Otner,
Attorney-in-Fact
Date: 02/14/2019

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) Bona fide gift by the Reporting Person for no consideration.

(2) Represents restricted stock units earned in connection with a performance-based restricted stock unit ("PBRSU") award on February 26, 2016, based on achievement of certain TSR performance targets for the three years ended December 31, 2018. The restricted stock units were settled at 200% of the target grant amount. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.

(3) Included are 186 shares which were purchased pursuant to the terms of the Medidata Solutions, Inc. Employee Stock Purchase Plan on June 30, 2018; and 130 shares which were purchased pursuant to the terms of the Medidata Solutions, Inc. Employee Stock Purchase Plan on December 31, 2018.

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- (4) Shares withheld by Medidata to satisfy the tax withholding obligation in connection with the vesting of the PBRUSU award referenced above.

(5) Award of shares of restricted stock under the issuer's 2017 Long-Term Incentive Plan (the "2017 LTIP") on February 12, 2019. The restrictions will lapse with respect to one-fourth of the shares on each of February 12, 2020, February 12, 2021, February 12, 2022, and February 12, 2023.

- (6) Shares withheld by Medidata to satisfy the tax withholding obligation in connection with the vesting of previously awarded restricted stock.

(7) Award of PBRUSUs under the 2017 LTIP on February 12, 2019. The number of PBRUSUs represents a target amount. Each PBRUSU represents a contingent right to receive 0-225% of that target number of shares of the issuer's common stock, (i) 50% based on the issuer's TSR as compared to the TSR of companies in the Russell 2000 Index for the three years ending December 31, 2021, and (ii) 50% based on the Company's revenue attainment for the three years ending December 31, 2021. The shares will vest immediately upon being earned.

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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