SOBILOFF PETER

Form 4 July 06, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * **SOBILOFF PETER**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Medidata Solutions, Inc. [MDSO] 3. Date of Earliest Transaction

(Check all applicable)

680 FIFTH AVENUE, 8TH FLOOR

(First)

(Street)

(State)

(Month/Day/Year) 07/06/2010

X_ Director 10% Owner Officer (give title

below)

Other (specify

(Middle)

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)

4. If Amendment, Date Original Filed(Month/Day/Year)

X 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

NEW YORK, NY 10019

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

Reported Transaction(s)

or (Instr. 3 and 4) (D) Price

(A)

Common 07/06/2010 Stock

Code V Amount 1,786 J(1)D \$0

(1)

49,459 (1) (2)

I (1) (2)

See Notes (1)(2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable	e and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year))	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and 4)		Owne
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date Expi	iration '	Title Amount		
					(11)	Exercisable Date		or		
						Zaterensuere Butt		Number		
								of		
								Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SOBILOFF PETER							
680 FIFTH AVENUE, 8TH FLOOR	X						
NEW YORK, NY 10019							

Signatures

/s/ Peter Sobiloff 07/06/2010 **Signature of Date Reporting Person

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).

On June 24, 2010, 1,786 shares of restricted stock ("Restricted Stock") previously issued to Peter Sobiloff by the Issuer vested in accordance with their terms. Peter Sobiloff is required to surrender or credit to an affiliate of Insight Venture Partners IV, L.P., Insight

- (1) Venture Partners (Cayman) IV, L.P., Insight Venture Partners IV (Co-Investors), L.P. and Insight Venture Partners IV (Fund B), L.P. (collectively, the "Insight Partnerships") the Restricted Stock. Accordingly, on July 6, 2010, Peter Sobiloff transferred the Restricted Stock to the account of such affiliate of the Insight Partnerships.
 - Insight Venture Associates IV, L.L.C. is the general partner of each of the Insight Partnerships. The managing member of Insight Venture Associates IV, L.L.C. is Insight Holdings Group, L.L.C. Insight Holdings Group, L.L.C. is managed by its board of managers. Jeffery
- (2) Horing, Peter Sobiloff and Deven Parekh, the members of the board of managers of Insight Holdings Group, L.L.C., share the voting and investment power with respect to the shares held by the Insight Partnerships. Each of Messrs. Horing, Sobiloff and Parekh disclaim beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

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.

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