BOGER JOSHUA S

Form 4

December 20, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 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).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

VERTEX PHARMACEUTICALS

(Check all applicable)

INC / MA [VRTX]

3. Date of Earliest Transaction

(Month/Day/Year)

12/19/2012

_X__ Director Officer (give title

10% Owner _ Other (specify

C/O VERTEX

(Last)

PHARMACEUTICALS INCORPORATED, 130 WAVERLY

(Street)

(First)

ST.

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)	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)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Stock	12/19/2012		M	4,000	A		636,895	D			
Common Stock	12/19/2012		S(1)	3,700	D	\$ 43.39 (2) (3)	633,195	D			
Common Stock	12/19/2012		S <u>(1)</u>	300	D	\$ 44.11 (3) (4)	632,895	D			

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Common Stock Reminder: Report on a separate line for each class of securities by	300,000 peneficially owned directly or indirectly.	I	Common Stock held in trust. (5)
Stock	13,286	I	401(k)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	vative Expiration Date es (Month/Day/Year) ed		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 15.6	12/19/2012		M	4,000	<u>(6)</u>	01/17/2013	Common Stock	4,000

Reporting Owners

Attorney-In-Fact

**Signature of Reporting Person

Reporting Owner Name / Address		Relationships					
		Director	10% Owner	Officer	Other		
BOGER JOSHUA S C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY ST. CAMBRIDGE, MA 02139		X					
Signatures							
Omar White,	12/20/2012						

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) Open market sales reported on this line occurred at a weighted average price of \$43.39 (range \$43.00 to \$43.98).
- (3) 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.
- (4) Open market sales reported on this line occurred at a weighted average price of \$44.11 (range \$44.04 to \$44.23).
- (5) Common stock held in grantor retained annuity trusts.
- (6) 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.