

MEDICINES CO /DE

Form 4

October 29, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MEANWELL CLIVE

(Last) (First) (Middle)

**THE MEDICINES CO, 8 CAMPUS
DRIVE**

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MEDICINES CO /DE [MDCO]

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Executive Officer

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

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	10/27/2004		M		1,900	A	\$ 0.69
Common Stock	10/27/2004		M		18,100	A	\$ 1.23
Common Stock ⁽¹⁾	10/27/2004		S		10,000	D	\$ 26.5
Common Stock ⁽¹⁾	10/27/2004		S		7,300	D	\$ 26.98
Common Stock ⁽¹⁾	10/27/2004		S		2,700	D	\$ 26.97

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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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (right to buy)	\$ 0.69	10/27/2004		M	1,900	10/27/2004 ⁽²⁾ 02/09/2008	Common Stock 1,900
Option (right to buy)	\$ 1.23	10/27/2004		M	18,100	10/27/2004 ⁽³⁾ 12/15/2008	Common Stock 18,100

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MEANWELL CLIVE THE MEDICINES CO 8 CAMPUS DRIVE PARSIPPANY, NJ 07054	X Chief Executive Officer

Signatures

/s/ Clive A.
Meanwell 10/29/2004

__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) The common stock sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 program adopted by Dr. Meanwell on September 15, 2004.

(2)

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As of 10/27/2004, the original grant (21,900 shares granted on 2/9/1998) was fully vested. After the exercise of the options reported hereby, as of 10/27/2004, all of the shares covered by this option were exercised.

- (3) As of 10/27/2004, the original grant (18,980 shares granted 12/15/1998) was fully vested. After the exercise of the options reported hereby, as of 10/27/2004, 880 of the shares covered by this option were vested but not exercised.

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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