

MEDICINES CO /DE

Form 4

December 20, 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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MEANWELL CLIVE**

(Last) (First) (Middle)

**THE MEDICINES COMPANY, 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)  
**12/16/2004**

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)
Common Stock	12/16/2004		M	10,000 A	\$ 4.79 19,961	D	
Common Stock <sup>(1)</sup>	12/16/2004		S	10,000 D	\$ 28.5 19,961	D	
Common Stock	12/17/2004		M	5,000 A	\$ 4.79 19,961	D	
Common Stock <sup>(1)</sup>	12/17/2004		S	4,500 D	\$ 28.86 19,961	D	
Common Stock <sup>(1)</sup>	12/17/2004		S	500 D	\$ 29 19,961	D	

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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.**

SEC 1474  
(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)	Amount or Number of Shares
Option (right to buy)	\$ 4.79	12/16/2004		M	10,000	12/16/2004 <sup>(2)</sup> 05/15/2010	Common Stock	10,000
Option (right to buy)	\$ 4.79	12/17/2004		M	5,000	12/17/2004 <sup>(3)</sup> 05/15/2010	Common Stock	5,000

## Reporting Owners

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

## Signatures

Clive A.  
Meanwell 12/20/2004

\_\_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 12/16/2004, the original grant (292,000 shares granted on 5/15/2000) was fully vested. After the exercise of the options hereby, as of 12/16/2004, 280,661 of the shares covered by this option were vested but not exercised.

- (3) As of 12/17/2004, the original grant (292,000 shares granted on 5/15/2000) was fully vested. After the exercise of the options hereby, as of 12/17/2004, 275,661 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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