

SMITH IAN F
Form 4
April 27, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
SMITH IAN F

2. Issuer Name and Ticker or Trading Symbol
VERTEX PHARMACEUTICALS
INC / MA [VRTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/25/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, COO

C/O VERTEX
PHARMACEUTICALS
INCORPORATED, 50 NORTHERN
AVENUE

(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

BOSTON, MA 02210

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/25/2018		M		4,250	A	\$ 77.31 68,745
Common Stock	04/25/2018		M		2,156	A	\$ 91.05 70,901
Common Stock	04/25/2018		M		7,766	A	\$ 86.52 78,667
Common Stock	04/25/2018		S ⁽¹⁾		19,478	D	\$ 59,189 154.98

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Common Stock	04/25/2018	S ⁽¹⁾	9,790	D	\$ 155.62	49,399	D	
					(2) (3) (2) (4)			
Common Stock	04/25/2018	S ⁽¹⁾	2,700	D	\$ 156.78	46,699	D	
					(2) (5)			
Common Stock	04/26/2018	M	2,125	A	\$ 96.87	48,824	D	
Common Stock	04/26/2018	M	51,000	A	\$ 109.14	99,824	D	
Common Stock	04/26/2018	S ⁽¹⁾	53,125	D	\$ 160.12	46,699	D	
					(2) (6)			
Common Stock						5,306	I	401(k)

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

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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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 77.31	04/25/2018		M	4,250	(7)	02/04/2024	Common Stock	4,250
Stock Option (Right to Buy)	\$ 91.05	04/25/2018		M	2,156	(8)	02/01/2026	Common Stock	2,156
	\$ 86.52	04/25/2018		M	7,766	(9)	02/02/2027		7,766

Stock Option (Right to Buy)	Exercise Price	Grant Date	Exercise Type	Quantity	Expiration Date	Common Stock	Quantity
Stock Option (Right to Buy)	\$ 96.87	04/26/2018	M	2,125	<u>(10)</u> 07/14/2024	Common Stock	2,125
Stock Option (Right to Buy)	\$ 109.14	04/26/2018	M	51,000	<u>(11)</u> 02/02/2025	Common Stock	51,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH IAN F C/O VERTEX PHARMACEUTICALS INCORPORATED 50 NORTHERN AVENUE BOSTON, MA 02210			EVP, COO	

Signatures

/s/ Omar White, Attorney-in-Fact 04/27/2018

__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) Transaction made pursuant to Mr. Smith's company-approved trading plan under Rule 10b5-1.
- (2) Mr. Smith 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.
- (3) Open market sales reported on this line occurred at a weighted average price of \$154.98 (range \$154.32 to \$155.31).
- (4) Open market sales reported on this line occurred at a weighted average price of \$155.62 (range \$155.32 to \$156.29).
- (5) Open market sales reported on this line occurred at a weighted average price of \$156.78 (range \$156.38 to \$157.29).
- (6) Open market sales reported on this line occurred at a weighted average price of \$160.12 (range \$160.00 to \$160.23).
- (7) Fully vested.
- (8) The option vests in 16 quarterly installments from 02/02/2016.
- (9) The option vests in 16 quarterly installments from 02/03/2017.
- (10) The option vests in 16 quarterly installments from 07/15/2014.
- (11) The option vests in 16 quarterly installments from 02/03/2015.

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.