

SMITH IAN F  
Form 4  
April 23, 2013

**FORM 4**

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

OMB APPROVAL

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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)  
04/19/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP & CFO

C/O VERTEX  
PHARMACEUTICALS  
INCORPORATED, 130 WAVERLY  
ST.

(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

CAMBRIDGE, MA 02139

(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 Ownership (Instr. 4)	
			Code	V	Amount			
Common Stock	04/19/2013		M		15,858	A	\$ 51.75 46,068	D
Common Stock	04/19/2013		M		27,187	A	\$ 38.8 73,255	D
Common Stock	04/19/2013		M		24,921	A	\$ 33.82 98,176	D
Common Stock	04/19/2013		M		40,781	A	\$ 39.05 138,957	D

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Common Stock	04/19/2013	M	54,375	A	\$ 33.55	193,332	D	
Common Stock	04/19/2013	M	33,983	A	\$ 33.28	227,315	D	
Common Stock	04/19/2013	M	36,250	A	\$ 35.35	263,565	D	
Common Stock	04/19/2013	M	54,375	A	\$ 36.3	317,940	D	
Common Stock	04/19/2013	M	28,570	A	\$ 28.84	346,510	D	
Common Stock	04/19/2013	M	36,250	A	\$ 32.16	382,760	D	
Common Stock	04/19/2013	M	73,500	A	\$ 35.64	456,260	D	
Common Stock	04/19/2013	M	300,000	A	\$ 33	756,260	D	
Common Stock	04/19/2013	M	13,593	A	\$ 37.86	769,853	D	
Common Stock	04/19/2013	S <sup>(1)</sup>	691,318	D	\$ 81.5	78,535	D	
Common Stock	04/19/2013	S <sup>(1)</sup>	54,367	D	\$ 85	24,168	D	
Common Stock						5,205	I	401(k)

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 Number Shares
Employee Stock	\$ 35.64	04/19/2013		M	73,500	(2)	02/01/2016	Common Stock	73,500

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Option (right to buy)									
Employee Stock Option (right to buy)	\$ 35.35	04/19/2013	M	36,250	<u>(2)</u>	07/19/2016	Common Stock	36,250	
Employee Stock Option (right to buy)	\$ 36.3	04/19/2013	M	54,375	<u>(2)</u>	01/23/2017	Common Stock	54,375	
Employee Stock Option (right to buy)	\$ 28.84	04/19/2013	M	28,570	<u>(2)</u>	07/11/2017	Common Stock	28,570	
Employee Stock Option (right to buy)	\$ 32.16	04/19/2013	M	36,250	<u>(2)</u>	07/23/2018	Common Stock	36,250	
Employee Stock Option (right to buy)	\$ 33.55	04/19/2013	M	54,375	<u>(2)</u>	02/04/2019	Common Stock	54,375	
Employee Stock Option (right to buy)	\$ 33.28	04/19/2013	M	33,983	<u>(3)</u>	07/15/2019	Common Stock	33,983	
Employee Stock Option (right to buy)	\$ 33	04/19/2013	M	300,000	<u>(2)</u>	10/21/2019	Common Stock	300,000	
Employee Stock Option (right to buy)	\$ 39.05	04/19/2013	M	40,781	<u>(4)</u>	02/03/2020	Common Stock	40,781	
Employee Stock Option	\$ 33.82	04/19/2013	M	24,921	<u>(5)</u>	07/13/2020	Common Stock	24,921	

(right to buy)									
Employee Stock Option (right to buy)	\$ 38.8	04/19/2013	M	27,187	(6)	02/02/2021	Common Stock	27,187	
Employee Stock Option (right to buy)	\$ 51.75	04/19/2013	M	15,858	(7)	07/12/2021	Common Stock	15,858	
Employee Stock Option (right to buy)	\$ 37.86	04/19/2013	M	13,593	(8)	02/01/2022	Common Stock	13,593	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH IAN F C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY ST. CAMBRIDGE, MA 02139			EVP & CFO	

## Signatures

Kenneth L. Horton,  
Attorney-In-Fact

04/23/2013

    \*\*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) Fully vested.
- (3) Right to buy under 2006 Stock and Option Plan, vesting in 16 quarterly installments from 07/16/2009.
- (4) Right to buy under 2006 Stock and Option Plan, vesting in 16 quarterly installments from 02/04/2010.
- (5) Right to buy under 2006 Stock and Option Plan, vesting in 16 quarterly installments from 07/14/2010.
- (6) Right to buy under 2006 Stock and Option Plan, vesting in 16 quarterly installments from 02/03/2011.
- (7) Right to buy under 2006 Stock and Option Plan, vesting in 16 quarterly installments from 07/13/2011.
- (8) Right to buy under 2006 Stock and Option Plan, vesting in 16 quarterly installments from 02/02/2012.

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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