

Chodakewitz Jeffrey
Form 4
October 18, 2017

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 *
Chodakewitz Jeffrey

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)
C/O VERTEX
PHARMACEUTICALS
INCORPORATED, 50 NORTHERN
AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP GMDA, CMO

(Street)

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

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

BOSTON, MA 02210

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 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	10/16/2017		M	V Amount (A) or (D) Price			
Common Stock	10/16/2017		S ⁽¹⁾	300 D \$ 153.42 (2) (3)	115,842	D	
Common Stock	10/16/2017		S ⁽¹⁾	818 D \$ 154.76 (2) (4)	115,024	D	

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Common Stock	10/16/2017	S ⁽¹⁾	300	D	\$ 155.92 (2)	114,724	D
Common Stock	10/16/2017	S ⁽¹⁾	300	D	\$ 157.38 (2)	114,424	D

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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 96.87	10/16/2017		M	1,718	<u>(5)</u>	07/14/2024	Common Stock	1,718

Reporting Owners

Reporting Owner Name / Address	Relationships
Chodakewitz Jeffrey C/O VERTEX PHARMACEUTICALS INCORPORATED 50 NORTHERN AVENUE BOSTON, MA 02210	Director 10% Owner Officer Other
	EVP GMDA, CMO

Signatures

/s/ Omar White,
Attorney-in-Fact 10/18/2017

**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 Dr. Chodakewitz's company-approved trading plan under Rule 10b5-1.
- (2) Dr. Chodakewitz 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 \$153.42 (range \$153.11 to \$153.58).
- (4) Open market sales reported on this line occurred at a weighted average price of \$154.76 (range \$154.50 to \$155.15).
- (5) The option vests in 16 quarterly installments from 7/15/2014.

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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