

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|   |  |  |   |
|---|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>MUELLER PETER</u><br><br>(Last) (First) (Middle)<br><u>C/O VERTEX PHARMACEUTICALS</u><br><u>INCORPORATED</u><br><u>130 WAVERLY STREET</u><br><br>(Street)<br><u>CAMBRIDGE MA 02139</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>VERTEX PHARMACEUTICALS INC / MA [ VRTX ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>EVP Drug Innov.&amp; Realiz, CSO</u> |   |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/24/2007</u>                          |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                       |  |   |

**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                    | 01/24/2007                           |  | A                              |   | 12,084 <sup>(1)</sup>   | A          | \$0.01 | 64,831  | D  |   |
| Common Stock                    | 01/24/2007                           |  | A                              |   | 20,000 <sup>(2)</sup>   | A          | \$0.01 | 84,831  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |        | 3,595   | I  | 401(k)  |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Stock Option                               | \$36.3   | 01/24/2007                           |  | A                              |   | 54,375   |     | 04/24/2007 <sup>(3)</sup>                                | 01/23/2017      | Common Stock  | 54,375                                     | \$0  | 54,375  | D  |       |

**Explanation of Responses:**

- Stock grant made under 2006 Stock and Option Plan, vesting on 1/24/2011, subject to acceleration upon achievement of certain performance-based milestones.
- Stock grant made under 2006 Stock and Option Plan, vesting as to 5,000 shares on May 6, 2008, and as to 15,000 shares on May 6, 2010.
- Right to buy under 2006 Stock and Option Plan, vesting in 16 equal quarterly installments from 01/24/2007.

**Remarks:**

Valerie L. Andrews, Attorney-In-Fact 01/26/2007

\*\* Signature of Reporting Person Date

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

\* 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).

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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