SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL											
	OMB Number:	3235-0287									
	Estimated average b	urden									

STATEMENT	OF CHANGE	S IN BENEFICIA	L OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).		pursuant to Section 16(a) of the Securities Exchange Act of 1934	OMB Number: Estimated average hours per response				
1. Name and Address of Reporting Person* <u>LEIDEN JEFFREY M</u> (Last) (First) (Middle)		2. Issuer Name and Ticker or Trading Symbol VERTEX PHARMACEUTICALS INC / MA [VRTX]	5. Relationship of R (Check all applicabl X Director X Officer (giv below)	le) 10 10 ve title Of	to Issuer % Owner ther (specify elow)		
C/O VERTEX PHARMACEUTICAL INCORPORATED 50 NORTHERN AVENUE	,	3. Date of Earliest Transaction (Month/Day/Year) 05/05/2020	Executive Chairman				
(Street)	2210	4. If Amendment, Date of Original Filed (Month/Day/Year)		t/Group Filing (Che by One Reporting I by More than One	Person		
(City) (State) (Z	lip)						

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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	05/05/2020		М		24,216	A	\$187.53	76,707	D		
Common Stock	05/05/2020		М		35,502	A	\$96.87	112,209	D		
Common Stock	05/05/2020		М		4,470	A	\$91.05	116,679	D		
Common Stock	05/05/2020		М		24,349	A	\$155.57	141,028	D		
Common Stock	05/05/2020		S ⁽¹⁾		4,220	D	\$265.57 ⁽²⁾⁽³⁾	136,808	D		
Common Stock	05/05/2020		S ⁽¹⁾		4,921	D	\$266.66 ⁽³⁾⁽⁴⁾	131,887	D		
Common Stock	05/05/2020		S ⁽¹⁾		10,878	D	\$267.62 ⁽³⁾⁽⁵⁾	121,009	D		
Common Stock	05/05/2020		S ⁽¹⁾		22,613	D	\$268.86 ⁽³⁾⁽⁶⁾	98,396	D		
Common Stock	05/05/2020		S ⁽¹⁾		15,681	D	\$269.56 ⁽³⁾⁽⁷⁾	82,715	D		
Common Stock	05/05/2020		S ⁽¹⁾		6,003	D	\$270.86 ⁽³⁾⁽⁸⁾	76,712	D		
Common Stock	05/05/2020		S ⁽¹⁾		11,832	D	\$272.12 ⁽³⁾⁽⁹⁾	64,880	D		
Common Stock	05/05/2020		S ⁽¹⁾		12,849	D	\$272.97(3)(10)	52,031	D		
Common Stock	05/05/2020		S ⁽¹⁾		5,375	D	\$273.7 ⁽³⁾⁽¹¹⁾	46,656	D		
Common Stock								440	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. Transa Code (8)		of Deri Sec Acq (A) Disp of (I	umber ivative urities uired or cosed D) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/N	ate	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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$187.53	05/05/2020		М			24,216	(12)	02/25/2029	Common Stock	24,216	\$0.00	48,431	D	
Stock Option (Right to Buy)	\$96.87	05/05/2020		М			35,502	(12)	07/14/2024	Common Stock	35,502	\$0.00	70,998	D	
Stock Option (Right to Buy)	\$91.05	05/05/2020		М			4,470	(12)	02/01/2026	Common Stock	4,470	\$0.00	102,806	D	
Stock Option (Right to Buy)	\$155.57	05/05/2020		М			24,349	(12)	02/05/2028	Common Stock	24,349	\$0.00	48,697	D	

Explanation of Responses:

1. Transaction made pursuant to Dr. Leiden's company approved trading plan under Rule 10b5-1.

- 2. Open market sales reported on this line occurred at a weighted average price of \$265.57 (range \$265.16 to \$266.10).
- 3. Dr. Leiden 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.
- 4. Open market sales reported on this line occurred at a weighted average price of \$266.66 (range \$266.16 to \$267.14).
- 5. Open market sales reported on this line occurred at a weighted average price of \$267.62 (range \$267.16 to \$268.14).
- 6. Open market sales reported on this line occurred at a weighted average price of \$268.86 (range \$268.23 to \$269.22).
- 7. Open market sales reported on this line occurred at a weighted average price of \$269.56 (range \$269.24 to \$270.09).
- 8. Open market sales reported on this line occurred at a weighted average price of \$270.86 (range \$270.26 to \$271.23).
- 9. Open market sales reported on this line occurred at a weighted average price of \$272.12 (range \$271.42 to \$272.41).
- 10. Open market sales reported on this line occurred at a weighted average price of \$272.97 (range \$272.42 to \$273.41).
- 11. Open market sales reported on this line occurred at a weighted average price of \$273.70 (range \$273.42 to \$274.06).

12. Fully vested.

Remarks:

/s/ Sabrina Yohai, Attorney-in-Fact 05/07/2020

** 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.

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 Number.