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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) |
|---|---|
| | Instruction 1(b). |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 |
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| l | OMB Number: | 3235-0287 |
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| l | Estimated average bur | den |
| | hours per response: | 0.5 |

| BOGER JOS | | | 2. Issuer Name and Ticker or Trading Symbol VERTEX PHARMACEUTICALS INC / MA [VRTX] | | tionship of Reporting Perse all applicable) Director Officer (give title below) | on(s) to Issuer 10% Owner Other (specify below) | |
|---|---------|-------|--|-------------------|---|--|--|
| (Last) (First) (Middle) C/O VERTEX PHARMACEUTICALS INCORPORATED | | | 3. Date of Earliest Transaction (Month/Day/Year) 04/23/2012 | | 201011) | | |
| 130 WAVERLY | ST | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | idual or Joint/Group Filing | (Check Applicable | |
| (Street) | | | | X | X Form filed by One Reporting Person | | |
| CAMBRIDGE | MA | 02139 | | | Form filed by More than Person | One Reporting | |
| (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 Disposed Of 5) | | | 5. Amount of Securities Beneficially Owned Following | 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 | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 04/23/2012 | | S | | 65 | D | \$35.82 | 0(1) | <u>I</u> (1) | Shares held by estate |
| Common Stock | | | | | | | | 632,830 | D | |
| Common Stock | | | | | | | | 13,286 | Ι | 401Ik) |
| Common Stock | | | | | | | | 300,000 | I | Common Stock held in trust ⁽²⁾ |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| L | | | | | | | | | | | | | | | | |
|---|---|--|--|--|------|---|--|---|---------------------|---|--|--|--|--|--|--|
| | 1. Title of Derivative Security (Instr. 3) | ve Conversion Date Execution Date, Transac or Exercise (Month/Day/Year) if any Code (Ir | | | | | 6. Date Exerc Expiration Da (Month/Day/Y | 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 | | | | |

Explanation of Responses:

1. Sale of 65 shares of common stock by an estate in which Dr. Boger is one of the beneficiaries.

2. Common stock held in grantor retained annuity trusts.

Remarks:

David T. Howton, Attorney-In-04/25/2012

<u>Fct</u>

** 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.