

**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
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1. Name and Address of Reporting Person* <u>Arbuckle Stuart A</u>  (Last) (First) (Middle) C/O VERTEX PHARMACEUTICALS INCORPORATED 50 NORTHERN AVENUE  (Street) BOSTON MA 02210  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VERTEX PHARMACEUTICALS INC / MA [ VRTX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Commercial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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	02/05/2020		A		12,136 <sup>(1)</sup>	A	\$0.00	45,376	D	
Common Stock	02/05/2020		A		9,800 <sup>(2)</sup>	A	\$0.00	55,176	D	
Common Stock	02/05/2020		A		12,387 <sup>(3)</sup>	A	\$0.00	67,563	D	
Common Stock	02/06/2020		M		1,564	A	\$187.53	69,127	D	
Common Stock	02/06/2020		M		1,223	A	\$155.57	70,350	D	
Common Stock	02/06/2020		S <sup>(4)</sup>		1,511	D	\$238.71 <sup>(5)(6)</sup>	68,839	D	
Common Stock	02/06/2020		S <sup>(4)</sup>		725	D	\$239.47 <sup>(6)(7)</sup>	68,114	D	
Common Stock	02/06/2020		S <sup>(4)</sup>		230	D	\$240.53 <sup>(6)(8)</sup>	67,884	D	
Common Stock	02/06/2020		S <sup>(4)</sup>		150	D	\$241.08 <sup>(6)(9)</sup>	67,734	D	
Common Stock	02/06/2020		S <sup>(4)</sup>		171	D	\$242.47	67,563	D	
Common Stock								140	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 (Right to Buy)	\$187.53	02/06/2020		M			1,564	(10)	02/05/2029	Common Stock	1,564	\$0.00	18,770	D	
Stock Option (Right to Buy)	\$155.57	02/06/2020		M			1,223	(11)	02/05/2028	Common Stock	1,223	\$0.00	9,783	D	

**Explanation of Responses:**

- Represents earned performance shares with respect to a performance stock unit award granted on 02/03/2017 that contained performance-vesting requirements. The issuer's management development and compensation committee certified as to the level of performance-goal attainment on 02/05/2020 and the shares will vest on 02/10/2020.
- Represents earned performance shares with respect to a performance stock unit award granted on 02/06/2019 that contained performance-vesting requirements. The issuer's management development and compensation committee certified as to the level of performance-goal attainment on 02/05/2020. The earned performance shares will vest in installments beginning on 02/24/2020.
- Restricted stock unit award that vests in installments beginning on 02/10/2021.
- Transaction made pursuant to Mr. Arbuckle's company approved trading plan under Rule 10b5-1.
- Open market sales reported on this line occurred at a weighted average price of \$238.71 (range \$238.07 to \$239.05).
- Mr. Arbuckle 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.
- Open market sales reported on this line occurred at a weighted average price of \$239.47 (range \$239.11 to \$240.04).

- 8. Open market sales reported on this line occurred at a weighted average price of \$240.53 (range \$240.40 to \$240.60).
- 9. Open market sales reported on this line occurred at a weighted average price of \$241.08 (range \$241.04 to \$241.12).
- 10. The option vests in 16 quarterly installments from 02/06/2019.
- 11. The option vests in 16 quarterly installments from 02/06/2018.

**Remarks:**

/s/ Omar White, Attorney-in-Fact

02/07/2020

\*\* 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.**