

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Emmens Matthew</u>  (Last) (First) (Middle) C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY STREET  (Street) CAMBRIDGE MA 02139  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/23/2004	3. Issuer Name and Ticker or Trading Symbol <u>VERTEX PHARMACEUTICALS INC / MA [VRTX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. 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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option <sup>(1)</sup>	10/23/2004	07/22/2014	Common Stock 20,000	9.16	D	

**Explanation of Responses:**

1. Right to buy under 1996 Stock and Option Plan vesting in 16 equal quarterly installments from 7/23/2004.

**Remarks:**

Valerie L. Andrews, Attorney-In-Fact  
\*\* Signature of Reporting Person

07/26/2004  
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 5 (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.

CONFIRMING STATEMENT

of Signature Authority

This Statement confirms that the undersigned has authorized and designated Kenneth S. Boger, Valerie L. Andrews, Michelle O. Rosen, Jeffrey Donohue and Anne L. Bruer not assuming, nor is Vertex Pharmaceuticals Incorporated assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Act of 1934

This Statement supersedes and replaces any earlier dated Statement that the undersigned has executed.

By: /s/ Matthew Emmens

Date: July 20, 2004