SEC Form 3

FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

Howton David T	2. Date of Event Requiring Statement Month/Day/Year) 08/29/2011		3. Issuer Name and Ticker or Trading Symbol VERTEX PHARMACEUTICALS INC / MA [ VRTX ]					
(Last) (First) (Middle) C/O VERTEX PHARMACEUTICALS INCORPORATED			4. Relationship of Reporting Perso (Check all applicable) Director	on(s) to Issuer 10% Owner Other (specify below)		5. If Amendment, Date of Original Filed (Month/Day/Year)		
130 WAVERLY ST			X Officer (give title below)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)			SVP				y One Reporting Person y More than One	
CAMBRIDGE MA 02139						Reporting P		
(City) (State) (Zip)								
Table I - Non-Derivative Securities Beneficially Owned								
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock			<b>9,599</b> <sup>(1)</sup>	D				
Common Stock			264	Ι	I 401(k)			
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. Convers or Exerc	ise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiratior Date	Title	Amount or Number of Shares	Price of Derivativ Security	Pirect (D) or Indirect (I) (Instr. 5)		
Stock Options	12/14/2009 <sup>(2)</sup>	09/13/2019	Common Stock	25,000	36.33	D		
Stock Options	05/04/2010 <sup>(3)</sup>	02/03/2020	Common Stock	15,000	39.05	D		
Stock Options	10/14/2010 <sup>(4)</sup>	07/13/2020	Common Stock	7,500	33.82	D		
Stock Options	05/03/2011 <sup>(5)</sup>	02/02/2021	Common Stock	15,000	38.8	D		
Stock Options	10/13/2011 <sup>(6)</sup>	07/12/2021	Common Stock	7,500	51.75	D		

Explanation of Responses:

1. (i) Includes (a) 3,000 shares of common stock vesting in three equal installments on 9/1/2011, 9/1/2012 and 9/1/2013; (b) 1,000 shares of common stock vesting on 2/4/2014, subject to acceleration upon achievement of Company performance goals, and (c) 3,000 shares of common stock vesting on 2/3/2015, subject to acceleration upon achievement of Company performance goals.

2. Right to buy under 2006 Stock and Option Plan vesting in 16 quarterly installments from 09/14/2009.

3. Right to buy under 2006 Stock and Option Plan, vesting in 16 quarterly installments from 02/04/2010.

4. Right to buy under 2006 Stock and Option Plan vesting in 16 quarterly installments from 07/14/2010.

5. Right to buy under 2006 Stock and Option Plan vesting in 16 quarterly installments from 02/03/2011.

6. Right to buy under 2006 Stock and Option Plan vesting in 16 quarterly installments from 07/13/2011.

Remarks:

## David T. Howton

\*\* Signature of Reporting Person

09/07/2011

Date

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

 $^{\ast}$  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.