Kelly Lisa Form 4 November 19, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Form 4 or

(Print or Type Responses)

1. Name and Address of Reporting Person *

Kelly Lisa

2. Issuer Name and Ticker or Trading

Symbol

VERTEX PHARMACEUTICALS INC / MA [VRTX]

3. Date of Earliest Transaction

(Month/Day/Year)

11/15/2012

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

(Last) (First) (Middle)

Director 10% Owner X_ Officer (give title Other (specify

SVP, Human Resources

C/O VERTEX **PHARMACEUTICALS**

INCORPORATED, 130 WAVERLY ST.

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 02139

(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 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	11/15/2012		S <u>(1)</u>	355	D	\$ 40.59 (2) (3)	17,249	D	
Common Stock	11/16/2012		S <u>(1)</u>	2,033	D	\$ 41.28 (3) (4)	15,216	D	
Common Stock							1,959	I	401(k)

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.		6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctionNu	mber	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of		(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8) De	rivative	e		Securities	(Instr. 5)	
	Derivative				Securiti				(Instr	. 3 and 4)	
	Security				Ac	quired					
					(A)	or or					
					Dis	sposed					
					of ((D)					
					(In:	str. 3,					
					4, a	and 5)					
										Amaunt	
										Amount	
				C- 1-			Date Exercisable	Expiration Date	Title	or Namel	
					37 (A)	(D)				of	
				Code	V (A)	(D)				Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Kelly Lisa C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY ST. CAMBRIDGE, MA 02139

SVP, Human Resources

Signatures

Kenneth L. Horton, 11/19/2012 Attorney-In-Fact

**Signature of Reporting Person

Explanation of Responses:

- 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).
- (1) Transaction made pursuant to Ms. Kelly-Croswell's company approved trading plan under Rule 10b5-1.
- (2) Open market sales reported on this line occurred at a weighted average price of \$40.59 (range \$40.34 to \$41.23).
- Ms. Kelly-Croswell 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 \$41.28 (range \$41.01 to \$41.82).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

9. Ni

SEC 1474

(9-02)

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