MUELLER PETER

Form 4

February 07, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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obligations

Check this box

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

MUELLER PETER

VERTEX PHARMACEUTICALS INC / MA [VRTX]

(Check all applicable)

(Last)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director X_ Officer (give title

10% Owner Other (specify

C/O VERTEX

(Month/Day/Year) 02/05/2013

below) EVP, Global R&D, CSO

PHARMACEUTICALS

INCORPORATED, 130 WAVERLY

(Street)

(State)

ST.

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

3.

(Instr. 8)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

CAMBRIDGE, MA 02139

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Price

(D)

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I)

D

I

Beneficial Ownership

(Month/Day/Year)

(A) or

Following Reported Transaction(s) (Instr. 3 and 4) (Instr. 4) (Instr. 4)

Common Stock

02/05/2013

Code V Amount 12,084 A (1)

\$ 144,400 0.01

4,664

Common Stock

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

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SEC 1474 (9-02)

401(k)

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number.

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 or 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 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 45.11	02/05/2013		A	54,375	(2)	02/04/2023	Common Stock	54,375

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MUELLER PETER C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY ST. CAMBRIDGE, MA 02139

EVP, Global R&D, CSO

Signatures

Omar White, Attorney-In-Fact

**Signature of Reporting Person Dat

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).
 - Stock grant under 2006 Stock and Option Plan, vesting on 2/5/2017, subject to (i) acceleration of 50% of shares upon (a) receiving filing confirmation for an NDA for a combination regimen that includes both ivacaftor and a corrector compound or (b) receiving filing
- (1) confirmation for an sNDA that would increase the number of patients with CF eligible for ivacaftor monotherapy, and (ii) acceleration of 50% of shares upon (a) the announcement of proof-of-concept data for a drug candidate other than an HCV, cystic fibrosis, influenza or JAK3 inhibition drug candidate or (b) reaching a specified net sales level over a twelve month period for our CF products.
- (2) Right to buy under 2006 Stock and Option Plan, vesting in 16 quarterly installments from 02/05/2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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