

SMITH IAN F

Form 4

January 24, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SMITH IAN F

2. Issuer Name **and** Ticker or Trading  
Symbol

VERTEX PHARMACEUTICALS  
INC / MA [VRTX]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/23/2006

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP & CFO

C/O VERTEX  
PHARMACEUTICALS  
INCORPORATED, 130 WAVERLY  
STREET

(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  
Person

CAMBRIDGE, MA 02139

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/23/2006                              |                                                             | M                                    | 12,051 A                                                                | \$ 15.87                                                                                                           | 82,301                                                               | D                                                                 |
| Common<br>Stock                       | 01/23/2006                              |                                                             | S <sup>(1)</sup>                     | 12,051 D                                                                | \$ 33.64                                                                                                           | 70,250                                                               | D                                                                 |
| Common<br>Stock                       | 01/23/2006                              |                                                             | M                                    | 14,381 A                                                                | \$ 15.6                                                                                                            | 84,631                                                               | D                                                                 |
| Common<br>Stock                       | 01/23/2006                              |                                                             | S <sup>(1)</sup>                     | 14,381 D                                                                | \$ 33.64                                                                                                           | 70,250                                                               | D                                                                 |

|                 |       |   |        |
|-----------------|-------|---|--------|
| Common<br>Stock | 3,927 | I | 401(k) |
|-----------------|-------|---|--------|

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

**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 control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Stock<br>Option                                     | \$ 15.87                                                           | 01/23/2006                              |                                                             | A                                    | 12,051                                                                                                       | 10/22/2002 <sup>(2)</sup> 07/21/2012                           | Common<br>Stock 12,051                                              |
| Stock<br>Option                                     | \$ 15.6                                                            | 01/23/2006                              |                                                             | A                                    | 14,381                                                                                                       | 04/18/2003 <sup>(3)</sup> 04/17/2013                           | Common<br>Stock 14,381                                              |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

SMITH IAN F  
C/O VERTEX PHARMACEUTICALS INCORPORATED  
130 WAVERLY STREET  
CAMBRIDGE, MA 02139

SVP & CFO

## Signatures

Kenneth S. Boger,  
Attorney-In-Fact 01/24/2006

\*\*Signature of Reporting Person

Date

## 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 Mr. Smith's company approved trading plan established under Rule 10b5-1.

(2) Right to buy under 1996 Stock and Option Plan, vesting quarterly over 5 years from 7/22/2002.

## Edgar Filing: SMITH IAN F - Form 4

(3) Right to buy under 1996 Stock and Option Plan, vesting quarterly over 5 years from 1/18/2003.

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.