

VERTEX PHARMACEUTICALS INC / MA

Form 4

July 06, 2005

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

OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BOGER JOSHUA S2. 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)  
07/05/2005☐ X Director ☐ 10% Owner  
☒ X Officer (give title below) ☐ Other (specify  
below) Chairman & CEOC/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.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>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                       | 07/05/2005                              |                                                             | M                                       | 7,100 A                                                                    | \$ 9.5 995,302                                                                                                     | D                                                                    |                                                                   |
| Common<br>Stock                       | 07/05/2005                              |                                                             | S <sup>(1)</sup>                        | 7,100 D                                                                    | \$ 16 988,202                                                                                                      | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 207,500                                                                                                            | I                                                                    | shares in<br>trust <sup>(2)</sup>                                 |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 10,920                                                                                                             | 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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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<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>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                                               | Expiration<br>Date                                                  | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Option                                     | \$ 9.5                                                             | 07/05/2005                              |                                                             | A                                    | 7,100                                                                                                           | 03/14/1996 <sup>(3)</sup>                                      | 12/13/2005                                                          | Common<br>Stock | 7,100                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships                    |
|--------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                        | Director 10% Owner Officer Other |
| BOGER JOSHUA S<br>C/O VERTEX PHARMACEUTICALS INCORPORATED<br>130 WAVERLY STREET<br>CAMBRIDGE, MA 02139 | X Chairman & CEO                 |

## Signatures

Kenneth S. Boger,  
Attorney-In-Fact 07/06/2005

\_\_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 Dr. Boger's company approved trading plan established under Rule 10b5-1.

(2) Shares held in trust for Dr. Boger's children. Dr. Boger disclaims beneficial ownership of such shares.

(3) Right to buy under 1994 Stock and Option Plan, vesting quarterly over 5 years from 12/14/95.

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

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