SMITH IAN F Form 4 April 23, 2013

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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

OMB

Number:

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

SMITH IAN F

Symbol

VERTEX PHARMACEUTICALS

INC / MA [VRTX]

Director 10% Owner

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Other (specify X_ Officer (give title below)

C/O VERTEX

04/19/2013

EVP & CFO

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)	(Zip) Tab	le I - Non-l	Derivative S	ecurit	ies Acqui	red, Disposed of	or Beneficial	ly 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. Securitie oror Dispose (Instr. 3, 4	d of (Ľ))	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/19/2013		Code V M	Amount 15,858	(D) A	Price \$ 51.75	(Instr. 3 and 4) 46,068	D	
Common Stock	04/19/2013		M	27,187	A		73,255	D	
Common Stock	04/19/2013		M	24,921	A	\$ 33.82	98,176	D	
Common Stock	04/19/2013		M	40,781	A	\$ 39.05	138,957	D	

Common Stock	04/19/2013	M	54,375	A	\$ 33.55	193,332	D	
Common Stock	04/19/2013	M	33,983	A	\$ 33.28	227,315	D	
Common Stock	04/19/2013	M	36,250	A	\$ 35.35	263,565	D	
Common Stock	04/19/2013	M	54,375	A	\$ 36.3	317,940	D	
Common Stock	04/19/2013	M	28,570	A	\$ 28.84	346,510	D	
Common Stock	04/19/2013	M	36,250	A	\$ 32.16	382,760	D	
Common Stock	04/19/2013	M	73,500	A	\$ 35.64	456,260	D	
Common Stock	04/19/2013	M	300,000	A	\$ 33	756,260	D	
Common Stock	04/19/2013	M	13,593	A	\$ 37.86	769,853	D	
Common Stock	04/19/2013	S(1)	691,318	D	\$ 81.5	78,535	D	
Common Stock	04/19/2013	S <u>(1)</u>	54,367	D	\$ 85	24,168	D	
Common Stock						5,205	I	401(k)

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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti		imber of	6. Date Exerc Expiration D		7. Title and Underlying !	
Security (Instr. 3)	or Exercise Price of Derivative Security	(4.20.14.1.2.4), 1.04.1)	any (Month/Day/Year)			ecurities (Month/Day/Year) cquired (A) or isposed of (D) nstr. 3, 4, and		(Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock	\$ 35.64	04/19/2013		M		73,500	(2)	02/01/2016	Common Stock	73,500

Option (right to buy)								
Employee Stock Option (right to buy)	\$ 35.35	04/19/2013	M	36,250	<u>(2)</u>	07/19/2016	Common Stock	36,250
Employee Stock Option (right to buy)	\$ 36.3	04/19/2013	M	54,375	(2)	01/23/2017	Common Stock	54,375
Employee Stock Option (right to buy)	\$ 28.84	04/19/2013	M	28,570	(2)	07/11/2017	Common Stock	28,570
Employee Stock Option (right to buy)	\$ 32.16	04/19/2013	M	36,250	(2)	07/23/2018	Common Stock	36,250
Employee Stock Option (right to buy)	\$ 33.55	04/19/2013	M	54,375	(2)	02/04/2019	Common Stock	54,375
Employee Stock Option (right to buy)	\$ 33.28	04/19/2013	M	33,983	(3)	07/15/2019	Common Stock	33,983
Employee Stock Option (right to buy)	\$ 33	04/19/2013	M	300,000	(2)	10/21/2019	Common Stock	300,00
Employee Stock Option (right to buy	\$ 39.05	04/19/2013	M	40,781	<u>(4)</u>	02/03/2020	Common Stock	40,781
Employee Stock Option	\$ 33.82	04/19/2013	M	24,921	(5)	07/13/2020	Common Stock	24,921

(right to buy)								
Employee Stock Option (right to buy)	\$ 38.8	04/19/2013	M	27,187	<u>(6)</u>	02/02/2021	Common Stock	27,187
Employee Stock Option (right to buy)	\$ 51.75	04/19/2013	M	15,858	<u>(7)</u>	07/12/2021	Common Stock	15,858
Employee Stock Option (right to buy)	\$ 37.86	04/19/2013	M	13,593	(8)	02/01/2022	Common Stock	13,593

Reporting Owners

Reporting Owner Name / Address	Relationships						
<u>.</u>	Director	10% Owner	Officer	Other			
SMITH IAN F							
C/O VERTEX PHARMACEUTICALS INCORPORATED			EVP & CFO				
130 WAVERLY ST.			EVECTO				
CAMBRIDGE, MA 02139							

Signatures

Kenneth L. Horton, Attorney-In-Fact 04/23/2013

**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 under Rule 10b5-1.
- (2) Fully vested.
- (3) Right to buy under 2006 Stock and Option Plan, vesting in 16 quarterly installments from 07/16/2009.
- (4) Right to buy under 2006 Stock and Option Plan, vesting in 16 quarterly installments from 02/04/2010.
- (5) Right to buy under 2006 Stock and Option Plan, vesting in 16 quarterly installments from 07/14/2010.
- (6) Right to buy under 2006 Stock and Option Plan, vesting in 16 quarterly installments from 02/03/2011.
- (7) Right to buy under 2006 Stock and Option Plan, vesting in 16 quarterly installments from 07/13/2011.
- (8) Right to buy under 2006 Stock and Option Plan, vesting in 16 quarterly installments from 02/02/2012.

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 4

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