

VERTEX PHARMACEUTICALS INC / MA
 Form 4
 February 07, 2011

FORM 4

**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. 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 *
 MUELLER PETER

2. Issuer Name and Ticker or Trading Symbol
 VERTEX PHARMACEUTICALS INC / MA [VRTX]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP, Global R&D, CSO

(Last) (First) (Middle)
 C/O VERTEX PHARMACEUTICALS INCORPORATED, 130 WAVERLY STREET

3. Date of Earliest Transaction (Month/Day/Year)
 02/03/2011

(Street)
 CAMBRIDGE, MA 02139

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/03/2011 | | A | (A) or (D) Amount 14,501 (1) | \$ 0.01 | 133,735 | D |
| Common Stock | | | | | 4,150 | I | 401(k) |

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

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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 | 5. Number of 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|---------------------|---|--|---|----------------------------|
| Stock Option | \$ 38.8 | 02/03/2011 | | A | 72,500 | 05/03/2011 ⁽²⁾ 02/02/2021 | Common Stock | 72,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MUELLER PETER C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY STREET CAMBRIDGE, MA 02139 | X | | EVP, Global R&D, CSO | |

Signatures

Valerie L. Andrews,
Attorney-In-Fact

02/07/2011

__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) Stock grant under 2006 Stock and Option Plan, vesting on 2/3/2015, subject to (i) earlier acceleration of 50% of shares upon (A) receiving U.S. and E.U. marketing approval for VX-770 or (B) reaching specified telaprevir sales levels during 18 months following its U.S. launch; and (ii) earlier acceleration of 50% of shares upon (1) acceptance by the FDA of an NDA for a treatment regimen that includes telaprevir and VX-222; (2) initiation of a pivotal trial for a drug candidate for which the Company has U.S. commercialization rights in an indication that is not HCV infection or CF; or (3) reaching specified telaprevir sales levels during 18 months following its U.S. launch.
- (2) Right to buy under 2006 Stock and Option Plan, vesting in 16 quarterly installments from 02/03/2011.

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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