

MEDICINES CO /DE
Form 4
February 16, 2006

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 *
MEANWELL CLIVE

(Last) (First) (Middle)

THE MEDICINES COMPANY, 8
CAMPUS DRIVE

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEDICINES CO /DE [MDCO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/14/2006		J(1)(2)		271,171	D	<u>(1)</u> <u>(2)</u> 326,002 <u>(3)</u>
Common Stock	02/14/2006		J(1)(2)		78,829	A	<u>(1)</u> <u>(2)</u> 326,002 <u>(3)</u>

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

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(9-02)

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 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 Security (Instr. 3 and 4)
Forward Sales Contract (obligation to sell)	(1) (2)	02/14/2006		J(1)(2)	350,000 (1) (2)	02/14/2006 02/14/2006	Common Stock 350,000 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEANWELL CLIVE THE MEDICINES COMPANY 8 CAMPUS DRIVE PARSIPPANY, NJ 07054	X		Chief Executive Officer	

Signatures

/s/ Clive Meanwell 02/16/2006

**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) On February 14, 2006, Clive Meanwell settled his obligation to deliver shares of common stock of The Medicines Company (the "Company") under a prepaid variable forward sales contract (the "Contract") entered into with Bear Stearns Bank plc ("Bear") on November 25, 2002. Pursuant to the Contract, Dr. Meanwell received a cash payment in December 2002 of \$4,103,190. In exchange for the cash payment, Dr. Meanwell pledged and agreed to deliver to Bear on February 14, 2006 up to 350,000 shares of common stock of the Company. The number of shares to be delivered by Dr. Meanwell at settlement would be determined based on the price of the Company's common stock at weekly intervals during the seven week period prior to settlement (the "Settlement Price") as follows: (i) if the Settlement Price were at or above \$28.39 per share (the "Ceiling Price"), Dr. Meanwell was obligated to deliver a number of shares (continued in Footnote 2 below)

(2) (continued from Footnote 1 above) equal to the product of (x) 350,000 and (y) the ratio that is obtained by dividing the sum of (A) \$14.195 per share (the "Floor Price") and (B) the difference between the Settlement Price and the Ceiling Price, by the Settlement Price; (ii) if the Settlement Price were between the Floor Price and the Ceiling Price, Dr. Meanwell was obligated to deliver a number of shares equal to the product of (x) 350,000 and (y) the ratio that is obtained by dividing the Floor Price by the Settlement Price; and (iii) if the Settlement Price were at or below the Floor Price, Dr. Meanwell was obligated to deliver 350,000 shares. The Settlement Price under the Contract was \$18.32 per share. In accordance with this calculation, upon settlement, Dr. Meanwell transferred 271,171 shares to Bear and was not

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required to deliver 78,829 shares.

End of period holdings includes (i) 78,829 shares retained and not required to be delivered by Dr. Meanwell under the Contract, as described in Footnotes 1 and 2 above, (ii) 100,000 shares subject to a prepaid variable forward sales contract, pursuant to which Dr.

- (3) Meanwell pledged and agreed to deliver to Bear in August 2006 up to 100,000 shares of common stock of the Company and (iii) 100,923 shares subject to a prepaid variable forward sales contract, pursuant to which Dr. Meanwell pledged and agreed to deliver to Bear in February 2007 up to 100,923 shares of common stock of the Company.
- (4) Consists of the 78,829 shares of common stock that Dr. Meanwell retained and was not required to deliver to Bear under the Contract, as described in Footnotes 1 and 2 above.

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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