

MEDICINES CO /DE
Form 4
January 23, 2014

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 *
Antinori Paul Michael

(Last) (First) (Middle)
8 SYLVAN WAY
(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)
01/21/2014

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)
Sr. VP & General Counsel

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	01/21/2014		M		10,500 A \$ 7.31	D	
Common Stock	01/21/2014		S		10,500 (1) D \$ 38.0024 (2)	D	
Common Stock	01/21/2014		M		20,000 A \$ 14.82	D	
Common Stock	01/21/2014		S		20,000 (1) D \$ 38.0907 (3)	D	
	01/21/2014		M		7,000 A \$ 17.45	D	

Common
Stock

Common Stock	01/21/2014	S	7,000 <u>(1)</u>	D	\$ 37.8171 <u>(4)</u>	31,412	D
Common Stock	01/21/2014	S	383 <u>(1)</u>	D	\$ 38.0526 <u>(5)</u>	31,029	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right-to-buy)	\$ 7.31	01/21/2014		M	10,500	<u>(6)</u> 02/19/2020	Common Stock 10,500
Stock Option (right-to-buy)	\$ 14.82	01/21/2014		M	20,000	<u>(7)</u> 09/17/2020	Common Stock 20,000
Stock Option (right-to-buy)	\$ 17.45	01/21/2014		M	7,000	<u>(8)</u> 02/18/2021	Common Stock 7,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Antinori Paul Michael 8 SYLVAN WAY PARSIPPANY, NJ 07054			Sr. VP & General Counsel	

Signatures

/s/ Paul M.
Antinori

01/23/2014

**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) The common stock sales were effected pursuant to a Rule 10b5-1 program adopted by the reporting person on December 13, 2013.

Represents the weighted average sales price of the shares sold ranging from a low of \$37.77 to a high of \$38.31 per share. The

(2) undersigned undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

Represents the weighted average sales price of the shares sold ranging from a low of \$37.72 to a high of \$38.46 per share. The

(3) undersigned undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

Represents the weighted average sales price of the shares sold ranging from a low of \$37.70 to a high of \$38.06 per share. The

(4) undersigned undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

Represents the weighted average sales price of the shares sold ranging from a low of \$38.05 to a high of \$38.06 per share. The

(5) undersigned undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(6) This option vests in forty-eight equal monthly installments beginning on March 19, 2010.

(7) This option vests in forty-eight equal monthly installments beginning October 17, 2010.

(8) This option vests in forty-eight equal monthly installments beginning on March 18, 2011.

(9) Not applicable.

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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