

MEDICINES CO /DE
Form 4
October 29, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 CO, 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)
10/27/2004

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 or Price		
Common Stock	10/27/2004		M		1,900 A \$ 0.69	19,961	D
Common Stock	10/27/2004		M		18,100 A \$ 1.23	19,961	D
Common Stock ⁽¹⁾	10/27/2004		S		10,000 D \$ 26.5	19,961	D
Common Stock ⁽¹⁾	10/27/2004		S		7,300 D \$ 26.98	19,961	D
Common Stock ⁽¹⁾	10/27/2004		S		2,700 D \$ 26.97	19,961	D

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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 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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Option (right to buy)	\$ 0.69	10/27/2004		M	1,900	10/27/2004 ⁽²⁾ 02/09/2008	Common Stock	1,900
Option (right to buy)	\$ 1.23	10/27/2004		M	18,100	10/27/2004 ⁽³⁾ 12/15/2008	Common Stock	18,100

Reporting Owners

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

Signatures

/s/ Clive A.
Meanwell

10/29/2004

**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 reported on this Form 4 were effected pursuant to a Rule 10b5-1 program adopted by Dr. Meanwell on September 15, 2004.

(2)

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As of 10/27/2004, the original grant (21,900 shares granted on 2/9/1998) was fully vested. After the exercise of the options reported hereby, as of 10/27/2004, all of the shares covered by this option were exercised.

- (3) As of 10/27/2004, the original grant (18,980 shares granted 12/15/1998) was fully vested. After the exercise of the options reported hereby, as of 10/27/2004, 880 of the shares covered by this option were vested but not exercised.

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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