

MEDICINES CO /DE
Form 4
December 08, 2004

FORM 4

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

OMB APPROVAL

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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)
12/06/2004

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/06/2004		M		10,000 A \$ 1.23	19,961	D
Common Stock ⁽¹⁾	12/06/2004		S		5,120 D \$ 26.4	19,961	D
Common Stock ⁽¹⁾	12/06/2004		S		4,880 D \$ 26.35	19,961	D
Common Stock	12/07/2004		M		10,000 A \$ 1.23	19,961	D
Common Stock ⁽¹⁾	12/07/2004		S		10,000 D \$ 27	19,961	D

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Common Stock	12/08/2004		M	6,325	A	\$ 1.23	19,961	D
Common Stock	12/08/2004		M	2,336	A	\$ 1.23	19,961	D
Common Stock	12/08/2004		M	1,339	A	\$ 4.79	19,961	D
Common Stock ⁽¹⁾	12/08/2004		S	10,000	D	\$ 28	19,961	D

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

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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)	\$ 1.23	12/06/2004		M	10,000	12/06/2004 ⁽²⁾ 01/11/2010	Common Stock	10,000
Option (right to buy)	\$ 1.23	12/07/2004		M	10,000	12/07/2004 ⁽³⁾ 01/11/2010	Common Stock	10,000
Option (right to buy)	\$ 1.23	12/08/2004		M	6,325	12/08/2004 ⁽⁴⁾ 01/11/2010	Common Stock	6,325
Option (right to buy)	\$ 1.23	12/08/2004		M	2,336	12/08/2004 ⁽⁵⁾ 03/01/2010	Common Stock	2,336
Option (right to buy)	\$ 4.79	12/08/2004		M	1,339	12/08/2004 ⁽⁶⁾ 05/15/2010	Common Stock	1,339

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

Clive A. Meanwell 12/08/2004

**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) As of 12/6/2004, the original grant (70,445 shares granted on 1/11/2000) was fully vested. After the exercise of the options hereby, as of 12/6/2004, 16,325 shares covered by this option were vested but not exercised.
 - (3) As of 12/7/2004, the original grant (70,445 shares granted on 1/11/2000) was fully vested. After the exercise of the options hereby, as of 12/7/2004, 6,325 shares covered by this option were vested but not exercised.
 - (4) As of 12/8/2004, the original grant (70,445 shares granted on 1/11/2000) was fully vested. After the exercise of the options hereby, as of 12/8/2004, all of the shares covered by this option were vested and exercised.
 - (5) As of 12/8/2004, the original grant (2,336 shares granted on 3/1/2000) was fully vested. After the exercise of the options hereby, as of 12/8/2004, all of the shares covered by this option were vested and exercised.
 - (6) As of 12/8/2004, the original grant (292,000 shares granted on 5/15/2000) was fully vested. After the exercise of the options hereby, as of 12/8/2004, 290,661 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.