

Arbuckle Stuart A
Form 4
October 31, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Arbuckle Stuart A

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/Chief Commercial Officer

(Last) (First) (Middle)
C/O VERTEX
PHARMACEUTICALS
INCORPORATED, 50 NORTHERN
AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2017

(Street)
BOSTON, MA 02210

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 10/27/2017 | | S ⁽¹⁾ | 4,165 D \$ 141.41 | 116,952 | D | |
| Common Stock | 10/27/2017 | | M | 2,125 A \$ 96.87 | 119,077 | D | |
| Common Stock | 10/27/2017 | | S ⁽¹⁾ | 2,125 D \$ 149 | 116,952 | D | |
| Common Stock | 10/31/2017 | | S ⁽¹⁾ | 11,617 D \$ 142.18 | 105,335 | D | |

Edgar Filing: Arbuckle Stuart A - Form 4

| | | | | | (2) | (3) | | |
|--------------|------------|------------------|--------|---|-----------|--------|---|--------|
| Common Stock | 10/31/2017 | S ⁽¹⁾ | 5,600 | D | \$ 143.54 | 99,735 | D | |
| | | | | | (3) (4) | | | |
| Common Stock | 10/31/2017 | S ⁽¹⁾ | 25,999 | D | \$ 144.54 | 73,736 | D | |
| | | | | | (3) (5) | | | |
| Common Stock | 10/31/2017 | S ⁽¹⁾ | 17,501 | D | \$ 145.34 | 56,235 | D | |
| | | | | | (3) (6) | | | |
| Common Stock | 10/31/2017 | S ⁽¹⁾ | 7,783 | D | \$ 146.61 | 48,452 | D | |
| | | | | | (3) (7) | | | |
| Common Stock | 10/31/2017 | S ⁽¹⁾ | 5,000 | D | \$ 147.87 | 43,452 | D | |
| | | | | | (3) (8) | | | |
| Common Stock | 10/31/2017 | S ⁽¹⁾ | 1,000 | D | \$ 148.54 | 42,452 | D | |
| | | | | | (3) (9) | | | |
| Common Stock | 10/31/2017 | S ⁽¹⁾ | 500 | D | \$ 149.34 | 41,952 | D | |
| Common Stock | | | | | | 140 | I | 401(k) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 8. Title and Amount of Derivative Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| | \$ 96.87 | 10/27/2017 | | M | 2,125 | (10) 07/14/2024 | Title | Amount or Number of Shares |
| | | | | | | | | 2,125 |

Stock
Option
(Right to
Buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Arbuckle Stuart A C/O VERTEX PHARMACEUTICALS INCORPORATED 50 NORTHERN AVENUE BOSTON, MA 02210 | | | EVP\Chief Commercial Officer | |

Signatures

/s/ Omar White, 10/31/2017
Attorney-in-Fact

__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) Transaction made pursuant to Mr. Arbuckle's company-approved trading plan under Rule 10b5-1.
- (2) Open market sales reported on this line occurred at a weighted average price of \$142.18 (range \$141.83 to \$142.74).
- (3) Mr. Arbuckle undertakes to provide (upon request by the SEC staff, the issuer or a security holder of the issuer) full information regarding the number of shares sold at each separate price.
- (4) Open market sales reported on this line occurred at a weighted average price of \$143.54 (range \$143.03 to \$144.02).
- (5) Open market sales reported on this line occurred at a weighted average price of \$144.54 (range \$144.04 to \$145.01).
- (6) Open market sales reported on this line occurred at a weighted average price of \$145.34 (range \$145.05 to \$145.87).
- (7) Open market sales reported on this line occurred at a weighted average price of \$146.61 (range \$146.20 to \$147.18).
- (8) Open market sales reported on this line occurred at a weighted average price of \$147.87 (range \$147.22 to \$148.20).
- (9) Open market sales reported on this line occurred at a weighted average price of \$148.54 (range \$148.25 to \$149.18).
- (10) The option vests in 16 quarterly installments from 7/15/2014.

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.