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VERTEX PHARMACEUTICALS INC / MA

Form 4

February 08, 2010

FORM 4 LINITED STATES SECURITIES AND EXCHANGE COMMISSION						OMB APPROVAL				
	UNITE	D STATES	S SECURITIES AND EXCHANGE (Washington, D.C. 20549	ECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						
Check this box if no longer				Expires:	January 31,					
subject to Section 16. Form 4 or			F CHANGES IN BENEFICIAL OW SECURITIES	Estimated a burden hour response						
obligations may continue.	may continue. See Instruction See Instruction See Instruction See Instruction Section 17(a) of the Public Offinty Holding Company Act of 1933 of Section 30(h) of the Investment Company Act of 1940									
(Print or Type Respon	nses)									
1. Name and Address of Reporting Person ** Kelly Lisa			2. Issuer Name and Ticker or Trading Symbol VERTEX PHARMACEUTICALS INC / MA [VRTX]	Issuer	Relationship of Reporting Person(s) to ner (Check all applicable)					
(Last) (First) (Middle) C/O VERTEX PHARMACEUTICALS INCORPORATED, 130 WAVERLY STREET			3. Date of Earliest Transaction (Month/Day/Year) 02/04/2010	Director10% OwnerOther (give titleOther (specify below) SVP, Human Resources						
	Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting Per	rson				

CAMBRIDO	SE, MA 0213	39	
(City)	(State)	(Zip)	Table I - Non-Derivative S

						-	•	•	· -
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)	(IIISU. +)	(Ilisti. 4)
Common Stock	02/04/2010		A	10,166 (1)	A	\$ 0.01	34,563	D	
Common Stock							1,098	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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number of		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code v	(A) (D)				of Shares
Stock Option	\$ 39.05	02/04/2010		A	76,250 (2)	05/04/2010	02/03/2020	Common Stock	76,250

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kelly Lisa C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY STREET CAMBRIDGE, MA 02139

SVP, Human Resources

Signatures

Kenneth S. Boger, Attorney-In-Fact

**Signature of Reporting Person D

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).
 - Stock grant under 2006 Stock and Option Plan, vesting on 2/4/2014, subject to 50% acceleration upon receiving U.S. marketing approval
- (1) for telaprevir; and to 50% acceleration upon either (a) reaching specified telaprevir sales levels during 18 months following its U.S. launch or (b) launch of any additional drug beyond telaprevir prior to December 31, 2012.
- (2) Stock option under 2006 Stock and Option Plan, vesting in 16 equal quarterly installments over four years.

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.

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