

Chodakewitz Jeffrey
Form 4
February 08, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chodakewitz Jeffrey

2. Issuer Name **and** Ticker or Trading
Symbol
VERTEX PHARMACEUTICALS
INC / MA [VRTX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2018

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)
EVP GMDA, CMO

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

BOSTON, MA 02210

____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/06/2018		A	(A) or (D) Amount 12,136 (1)	\$ 0 64,660	D	
Common Stock	02/06/2018		A	(A) or (D) Amount 10,125 (2)	\$ 0 74,785	D	

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

**Persons who respond to the collection of
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SEC 1474
(9-02)

number.

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 155.57	02/06/2018		A	23,479	(3) 02/05/2028	Common Stock	23,479

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Chodakewitz Jeffrey
C/O VERTEX PHARMACEUTICALS INCORPORATED
50 NORTHERN AVENUE
BOSTON, MA 02210

EVP GMDA, CMO

Signatures

/s/ Omar White,
Attorney-in-Fact 02/08/2018

**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).

- Represents earned performance shares with respect to a performance stock unit award granted on 2/3/2017 that contained both performance-vesting and service-vesting requirements. The issuer's management development and compensation committee certified as to the level of performance-goal attainment on 2/6/2018. The earned performance shares remain subject to the service-vesting requirements and will vest in three equal installments on 2/10/2018, 2/10/2019 and 2/10/2020.
- (1) Restricted stock unit award that vests in three equal installments on 2/17/2019, 2/17/2020 and 2/17/2021.
- (2) This option vests in 16 quarterly installments from 2/6/2018.
- (3)

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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