

Medidata Solutions, Inc.
Form 4
November 12, 2014

FORM 4

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

OMB APPROVAL

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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 *
Shannon Daniel Patrick

(Last) (First) (Middle)

C/O MEDIDATA SOLUTIONS, INC., 350 HUDSON STREET, FLOOR 9

(Street)

NEW YORK, NY 10014

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Medidata Solutions, Inc. [MDSO]

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2014

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)
EVP, Professional Services

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) | | | 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 | 11/10/2014 | | M | | | 6,059 A \$ 13.99 | 41,187 | D | |
| Common Stock | 11/10/2014 | | M | | | 1,544 A \$ 7.68 | 42,731 | D | |
| Common Stock | 11/10/2014 | | M | | | 494 A \$ 7 | 43,225 | D | |
| Common Stock | 11/10/2014 | | M | | | 7,507 A \$ 11.5 | 50,732 | D | |
| Common Stock | 11/10/2014 | | S | | | 15,604 D \$ 43.3927 | 35,128 | D | |

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| | | | | | | | |
|--------------|------------|--|---|--------|-----|---------|--------------|
| | | | | | (1) | | |
| | | | | | \$ | | |
| Common Stock | 11/10/2014 | | S | 11,260 | D | 43.4647 | 23,868 (6) D |
| | | | | | | (2) | |

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.

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 13.99 | 11/10/2014 | | M | 6,059 | (3) 05/16/2022 | Common Stock | 6,059 |
| Stock Option (Right to Buy) | \$ 7.68 | 11/10/2014 | | M | 1,554 | (4) 05/18/2020 | Common Stock | 1,554 |
| Stock Option (Right to Buy) | \$ 7 | 11/10/2014 | | M | 494 | (4) 06/24/2019 | Common Stock | 494 |
| Stock Option (Right to Buy) | \$ 11.5 | 11/10/2014 | | M | 7,507 | (5) 05/31/2021 | Common Stock | 7,507 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Shannon Daniel Patrick
C/O MEDIDATA SOLUTIONS, INC.
350 HUDSON STREET, FLOOR 9
NEW YORK, NY 10014

EVP, Professional Services

Signatures

/s/ Michael I. Otner,
Attorney-in-Fact

11/12/2014

__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).

Such transaction was executed in multiple trades at prices ranging from \$43.25 to \$43.47. The price reported reflects the weighted
(1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Such transaction was executed in multiple trades at prices ranging from \$43.37 to \$43.55. The price reported reflects the weighted
(2) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) The options vest as to 1/48th of the shares underlying the option each month commencing May 16, 2012.

(4) These options are fully vested and exercisable

(5) The options vest as to 1/48th of the shares underlying the option each month commencing May 31, 2011.

(6) Includes 285 shares purchased on June 30, 2014 pursuant to the terms of the Medidata Solutions, Inc. Employee Stock Purchase Plan.

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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