

Medidata Solutions, Inc.  
 Form 4/A  
 February 18, 2015

**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 \*  
 Schloss Eileen

(Last) (First) (Middle)

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

(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)  
 02/09/2015

4. If Amendment, Date Original Filed(Month/Day/Year)  
 02/11/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)  
 EVP, HUMAN RESOURCES

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/09/2015		M	9,946 A \$ 18.76	55,727 <sup>(1)</sup>	D	
Common Stock	02/09/2015		M	2,553 A \$ 37.51	58,280	D	
Common Stock	02/09/2015		S	12,499 D \$ 44.4266 <sup>(2)</sup>	45,781	D	
Common Stock	02/09/2015		F	385 <sup>(3)</sup> D \$ 45.38	45,396	D	

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

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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)	\$ 18.76	02/09/2015		M	9,946	<sup>(4)</sup> 10/29/2022	Common Stock	9,946
Stock Option (right to buy)	\$ 37.51	02/09/2015		M	2,553	<sup>(5)</sup> 10/29/2022	Common Stock	2,553

**Reporting Owners**

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Schloss Eileen C/O MEDIDATA SOLUTIONS, INC., 350 HUDSON STREET, 9TH FLOOR NEW YORK, NY 10014	EVP, HUMAN RESOURCES

**Signatures**

/s/ Michael I. Otner, 02/18/2015  
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) Included are 206 shares which were purchased pursuant to the terms of the Medidata Solutions, Inc. Employee Stock Purchase Plan on December 31, 2014.  
  
Such transaction was executed in multiple trades at prices ranging from \$44.40 to \$44.57. 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) Shares withheld by Medidata to satisfy the tax withholding obligation in connection with the vesting of previously awarded restricted stock.
- (4) The options vested as to 25% of the shares on October 29, 2013 and 1/36th of the remaining options will become exercisable each month thereafter for the next 36 months.
- (5) The options vested as to 25% of the shares on October 29, 2013 and 1/36th of the remaining options will become exercisable each month thereafter for the next 36 months

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.