

Pray Michael
Form 4
February 26, 2018

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 *
Pray Michael

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O MEDIDATA SOLUTIONS, INC., 350 HUDSON STREET, 9TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, GM Global Sales

(Street)
NEW YORK, NY 10014

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	02/20/2018		A ⁽¹⁾	15,011	A \$ 0	56,390	D
Common Stock	02/20/2018		A ⁽²⁾	7,505	A \$ 0	63,895	D

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

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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)
Restricted Stock Units (Performance Related)	\$ 0	02/20/2018		A	15,011	(3) (3)	Common Stock (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pray Michael C/O MEDIDATA SOLUTIONS, INC. 350 HUDSON STREET, 9TH FLOOR NEW YORK, NY 10014			EVP, GM Global Sales	

Signatures

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

02/26/2018

**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).
 - (1) Award of shares of restricted stock under the issuer's 2017 Long-Term Incentive Plan (the "2017 LTIP") on February 20, 2018. The restrictions will lapse with respect to one-fourth of the shares on each of February 20, 2019, February 20, 2020, February 20, 2021, and February 20, 2022.
 - (2) Award of shares of restricted stock under the issuer's 2017 Long-Term Incentive Plan (the "2017 LTIP") on February 20, 2018. The restrictions will lapse with respect to one-half of the shares on each of February 20, 2019 and February 20, 2020.
 - (3) Award of PBRsUs under the 2017 LTIP on February 20, 2018. The number of PBRsUs represents a target amount. Each PBRsU represents a contingent right to receive 0-200% of that target number of shares of the issuer's common stock, (i) 50% based on the issuer's TSR as compared to the TSR of companies in the Russell 2000 Index for the three years ending December 31, 2020, and (ii) 50% based on the Company's GAAP Net Income attainment for the three years ending December 31, 2020. The shares will vest immediately upon being earned.

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.