

VERTEX PHARMACEUTICALS INC / MA  
 Form 4/A  
 June 01, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 Wysenski Nancy

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 EVP, Chief Commercial Officer

(Last) (First) (Middle)  
 C/O VERTEX PHARMACEUTICALS INCORPORATED, 130 WAVERLY ST

3. Date of Earliest Transaction (Month/Day/Year)  
 05/14/2012

(Street)  
 CAMBRIDGE, MA 02139

4. If Amendment, Date Original Filed(Month/Day/Year)  
 05/16/2012

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        |                                                          |                                            |
|                                 |                                      |                                                    |                                |                                                                   | (A) or (D) Price                                                                              |                                                          |                                            |
| Common Stock                    | 05/14/2012                           |                                                    | S <sup>(1)</sup>               |                                                                   | 179,628                                                                                       | D                                                        |                                            |
|                                 |                                      |                                                    |                                |                                                                   | \$ 64.27                                                                                      |                                                          |                                            |
|                                 |                                      |                                                    |                                |                                                                   | (2) (3)                                                                                       |                                                          |                                            |
| Common Stock                    | 05/14/2012                           |                                                    | S <sup>(1)</sup>               |                                                                   | 372                                                                                           | D                                                        |                                            |
|                                 |                                      |                                                    |                                |                                                                   | \$ 65                                                                                         |                                                          |                                            |
|                                 |                                      |                                                    |                                |                                                                   | 32,232                                                                                        | D                                                        |                                            |

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**

SEC 1474 (9-02)

displays a currently valid OMB control 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Wysenski Nancy  
C/O VERTEX PHARMACEUTICALS  
INCORPORATED  
130 WAVERLY ST  
CAMBRIDGE, MA 02139

EVP, Chief Commercial  
Officer

## Signatures

David T. Howton,  
Attorney-In-Fact 06/01/2012

\_\_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).  
Amended to delete a prior footnote that indicated, due to a clerical error by the company, that these transactions were pursuant to a Rule 10b5-1 plan. The Form 144 filed with the SEC in connection with the transactions accurately noted that the sales were not conducted under a Rule 10b5-1 plan.
- (1) Open market sales reported on this line occurred at a weighted average price of \$64.27 (range \$63.90 to \$64.82).
- (2) Ms. Wysenski undertakes to provide (upon request by the SEC staff, the issuer or a security holder of the issuer) full information regarding the number of shares sold at each separate price.
- (3)

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.