BOGER JOSHUA S

Form 4

October 23, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

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3235-0287

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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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BOGER JOSHUA S**

2. Issuer Name and Ticker or Trading

Symbol

VERTEX PHARMACEUTICALS

(Check all applicable)

5. Relationship of Reporting Person(s) to

Issuer

INC / MA [VRTX]

_X__ Director 10% Owner

(Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 10/22/2008

X_ Officer (give title Other (specify below) President & CEO

C/O VERTEX **PHARMACEUTICALS** INCORPORATED, 130 WAVERLY **STREET**

(First)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 02139

(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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Ownership Form: Direct Owned (D) or Following Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common	10/22/2000		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Stock	10/22/2008		M	13,000	A	13.63	1,108,044	D		
Common Stock	10/22/2008		S <u>(1)</u>	5,600	D	\$ 22.88 (2) (4)	1,102,444	D		
Common Stock	10/15/2008		S <u>(1)</u>	7,400	D	\$ 23.79 (3) (4)	1,095,044	D		

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Stock Stock	12,445	I	401(k)
Common Stock	207,500	I	Shares in trust (5)

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. Transactic Code (Instr. 8)			e Expiration Date (Month/Day/Year) (A) ed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 13.63	10/22/2008		M	1	3,000	<u>(6)</u>	12/09/2008	Common Stock	13,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
BOGER JOSHUA S					
C/O VERTEX PHARMACEUTICALS INCORPORATED	X		President		
130 WAVERLY STREET	Λ		& CEO		
CAMBRIDGE, MA 02139					

Signatures

Valerie L. Andrews, 10/23/2008 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).
- Transaction for sales of common stock made pursuant to Dr. Boger's company approved trading plan established under Rule 10b5-1.
- (2) Open market sales reported on this line occurred at a weighted average price of \$22.88 (range \$22.50 to \$23.48).

Reporting Owners 2

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- (3) Open market sales reported on this line occurred at a weighted average price of \$23.79 (range \$23.50 to \$24.23).
- (4) Dr. Boger 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.
- (5) Shares held in trust for Dr. Boger's children. Dr. Boger disclaims beneficial ownership of such shares.
- (6) Fully vested.

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.