

McCulloch George
Form 4
May 20, 2010

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 *
McCulloch George

(Last) (First) (Middle)

C/O MEDIDATA SOLUTIONS, INC., 79 FIFTH AVENUE, 8TH FLOOR

(Street)

NEW YORK, NY 10003

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2010

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)

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) (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	(D)	Price
Common Stock ⁽¹⁾	05/18/2010		A		4,886	A	\$ 0
					<u>(2)</u>		<u>(3)</u>
							8,457
						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)

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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. Filing Date
Stock Option (right to buy) ⁽⁴⁾	\$ 15.35	05/18/2010		A	2,962	⁽⁵⁾ 05/18/2020	Common Stock	2,962

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCulloch George C/O MEDIDATA SOLUTIONS, INC. 79 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10003	X			

Signatures

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

05/20/2010

^{__}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).
- Mr. McCulloch is contractually obligated to his former employer, Insight Venture Management, LLC, to surrender all compensation he receives from the Issuer, including all stock, stock options, restricted stock and other forms of stock-based awards. Mr. McCulloch therefore disclaims beneficial ownership of all such restricted shares, except to the extent of his pecuniary interest.
- (1) receives from the Issuer, including all stock, stock options, restricted stock and other forms of stock-based awards. Mr. McCulloch therefore disclaims beneficial ownership of all such restricted shares, except to the extent of his pecuniary interest.
 - (2) Represents shares of restricted stock. The restrictions lapse with respect to one-half of the shares on each of May 18, 2011 and May 18, 2012.
 - (3) Granted as compensation for services.
- Mr. McCulloch is contractually obligated to his former employer, Insight Venture Management, LLC, to surrender all compensation he receives from the Issuer, including all stock, stock options, restricted stock and other forms of stock-based awards. Mr. McCulloch therefore disclaims beneficial ownership of all such options, except to the extent of his pecuniary interest.
- (5) These options vest in 24 equal monthly installments commencing one month after the grant date, subject to continued employment.
 - (6) Granted as compensation for services.

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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