

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>Kelly Lisa</u><br>_____<br>(Last) (First) (Middle)<br><u>C/O VERTEX PHARMACEUTICALS</u><br><u>INCORPORATED</u><br><u>130 WAVERLY ST</u><br>_____<br>(Street)<br><u>CAMBRIDGE MA 02139</u><br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>VERTEX PHARMACEUTICALS INC /</u><br><u>MA [ VRTX ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>SVP, Human Resources</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/09/2011</u>                                    |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |
| 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                     |   |  |   |
| Common Stock                    | 05/09/2011                           |  | M                              |   | 1,906   | A          | \$18.93                   | 44,148  | D  |   |
| Common Stock                    | 05/09/2011                           |  | S <sup>(1)</sup>               |   | 300   | D          | \$55.72 <sup>(2)(3)</sup> | 43,848  | D  |   |
| Common Stock                    | 05/09/2011                           |  | S <sup>(1)</sup>               |   | 530   | D          | \$56.69 <sup>(3)(4)</sup> | 43,318  | D  |   |
| Common Stock                    | 05/09/2011                           |  | S <sup>(1)</sup>               |   | 1,076   | D          | \$57.53 <sup>(3)(5)</sup> | 42,242  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                           | 1,182   | I  | 401(k)  |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Stock Option                               | \$18.93  | 05/09/2011                           |  | M                              |   |  | 1,906 | 08/15/2008 <sup>(6)</sup>                                | 05/14/2018      | Common Stock  | 1,906                                      | \$0.00   | 5,719   | D  |       |

**Explanation of Responses:**

- Transaction made pursuant to Ms. Kelly-Croswell's company approved trading plan under Rule 10b5-1.
- Open market sales reported on this line occurred at a weighted average price of \$55.72 (range \$55.52 to \$55.90).
- Ms. Kelly-Croswell 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.
- Open market sales reported on this line occurred at a weighted average price of \$56.69 (range \$56.22 to \$56.97).
- Open market sales reported on this line occurred at a weighted average price of \$57.53 (range \$57.13 to \$57.90).
- Right to buy under 2006 Stock and Option Plan vesting in 16 quarterly installments from 02/07/2008.

**Remarks:**

Kenneth S. Boger, Attorney-In-Fact 05/10/2011

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.