

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* <u>BOGER JOSHUA S</u> (Last) (First) (Middle) <u>C/O VERTEX PHARMACEUTICALS INCORPORATED</u> <u>50 NORTHERN AVENUE</u> (Street) <u>BOSTON MA 02210</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>VERTEX PHARMACEUTICALS INC / MA [VRTX]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/22/2014</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | 12/22/2014 | | M | | 4,800 | A | \$10.41 | 343,695 | D | |
| Common Stock | 12/22/2014 | | M | | 1,300 | A | \$17.16 | 344,995 | D | |
| Common Stock | 12/22/2014 | | M | | 4,400 | A | \$35.64 | 349,395 | D | |
| Common Stock | 12/22/2014 | | S ⁽¹⁾ | | 3,530 | D | \$116.56 ⁽²⁾⁽³⁾ | 345,865 | D | |
| Common Stock | 12/22/2014 | | S ⁽¹⁾ | | 4,570 | D | \$117.44 ⁽³⁾⁽⁴⁾ | 341,295 | D | |
| Common Stock | 12/22/2014 | | S ⁽¹⁾ | | 900 | D | \$118.22 ⁽³⁾⁽⁵⁾ | 340,395 | D | |
| Common Stock | 12/22/2014 | | S ⁽¹⁾ | | 500 | D | \$119.33 ⁽³⁾⁽⁶⁾ | 339,895 | D | |
| Common Stock | 12/22/2014 | | S ⁽¹⁾ | | 600 | D | \$120.78 ⁽³⁾⁽⁷⁾ | 339,295 | D | |
| Common Stock | 12/22/2014 | | S ⁽¹⁾ | | 400 | D | \$121.67 ⁽³⁾⁽⁸⁾ | 338,895 | D | |
| Common Stock | | | | | | | | 13,286 | I | 401(k) |
| Common Stock | | | | | | | | 172,589 | I | Common Stock held in trust ⁽⁹⁾ |

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 (right to buy) | \$10.41 | 12/22/2014 | | M | | | 4,800 | (10) | 02/02/2015 | Common Stock | 4,800 | \$0.00 | 24,188 | D | |
| Stock Option (right to buy) | \$17.16 | 12/22/2014 | | M | | | 1,300 | (10) | 07/19/2015 | Common Stock | 1,300 | \$0.00 | 38,200 | D | |
| Stock Option (right to buy) | \$35.64 | 12/22/2014 | | M | | | 4,400 | (10) | 02/01/2016 | Common Stock | 4,400 | \$0.00 | 551,600 | D | |

Explanation of Responses:

- Transaction made pursuant to Dr. Boger's company approved trading plan under Rule 10b5-1.
- Open market sales reported on this line occurred at a weighted average price of \$116.56 (range \$116.00 to \$116.97).

3. 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.
4. Open market sales reported on this line occurred at a weighted average price of \$117.44 (range \$117.00 to \$117.98).
5. Open market sales reported on this line occurred at a weighted average price of \$118.22 (range \$118.06 to \$118.63).
6. Open market sales reported on this line occurred at a weighted average price of \$119.33 (range \$119.12 to \$119.39).
7. Open market sales reported on this line occurred at a weighted average price of \$120.78 (range \$120.15 to \$121.11).
8. Open market sales reported on this line occurred at a weighted average price of \$121.67 (range \$121.64 to \$121.76).
9. Common stock held in grantor retained annuity trusts.
10. Fully vested.

Remarks:

Omar White, Attorney-In-Fact 12/23/2014

** 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.