

MEDICINES CO /DE
Form 4
October 25, 2013

FORM 4

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

OMB APPROVAL

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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 *
O'Connor William Bernard

(Last) (First) (Middle)

8 SYLVAN WAY

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEDICINES CO /DE [MDCO]

3. Date of Earliest Transaction (Month/Day/Year)
10/23/2013

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)
Sr VP & Chief Acct. Officer

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		
Common Stock	10/23/2013		M	2,187 A	\$ 7.31	27,245	D
Common Stock ⁽¹⁾	10/23/2013		S	2,187 D	\$ 35	25,058	D
Common Stock	10/23/2013		M	4,167 A	\$ 17.45	29,225	D
Common Stock ⁽¹⁾	10/23/2013		S	4,167 D	\$ 35	25,058	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)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Option (Right-to-Buy)	\$ 7.31	10/23/2013		M	2,187	⁽²⁾ 02/19/2020	Common Stock	2,187
Option (Right-to-Buy)	\$ 17.45	10/23/2013		M	4,167	⁽³⁾ 02/18/2021	Common Stock	4,167

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Connor William Bernard 8 SYLVAN WAY PARSIPPANY, NJ 07054			Sr VP & Chief Acct. Officer	

Signatures

/s/ William B. O'Connor 10/25/2013

**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).
- (1) The common stock sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 program adopted by Mr. O'Connor on March 15, 2013.
- (2) The option vests in 48 equal monthly installments, which commenced March 19, 2010. After the exercise of the options reported hereby, of the original grant (17,500 shares granted on February 19, 2010), 730 shares covered by this option are vested but not exercised and 1,458 shares covered by this option are unvested.

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The option vests in 48 equal monthly installments, which commenced March 18, 2011. After the exercise of the option reported hereby, (3) of the original grant (33,333 shares granted on February 18, 2011), 1,388 shares covered by this option are vested but not exercised and 11,111 shares covered by this option are unvested.

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.