

MEDICINES CO /DE
Form 4
January 14, 2014

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)
01/10/2014

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	01/10/2014		M		25,000 A \$ 19.98	D	
Common Stock	01/10/2014		M		7,500 A \$ 17.04	D	
Common Stock	01/10/2014		M		15,000 A \$ 19.06	D	
Common Stock	01/10/2014		M		15,908 A \$ 19.36	D	
Common Stock	01/10/2014		M		365 A \$ 7.31	D	

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Common Stock	01/10/2014	M	694	A	\$ 17.45	89,525	D
Common Stock	01/10/2014	M	7,917	A	\$ 22.04	97,442	D
Common Stock	01/10/2014	S	<u>72,384</u> (1)	D	\$ 40	25,058	D

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. 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right-to-buy)	\$ 19.98	01/10/2014		M	25,000	(2)	04/24/2016	Common Stock	25,000
Stock Option (right-to-buy)	\$ 17.04	01/10/2014		M	7,500	(3)	07/12/2017	Common Stock	7,500
Stock Option (right-to-buy)	\$ 19.06	01/10/2014		M	15,000	(4)	10/15/2017	Common Stock	15,000
Stock Option (right-to-buy)	\$ 19.36	01/10/2014		M	15,908	(5)	02/15/2018	Common Stock	15,908
Stock Option (right-to-buy)	\$ 7.31	01/10/2014		M	365	(6)	02/19/2020	Common Stock	365
Stock Option (right-to-buy)	\$ 17.45	01/10/2014		M	694	(7)	02/18/2021	Common Stock	694
Stock Option (right-to-buy)	\$ 22.04	01/10/2014		M	7,917	(8)	02/24/2022	Common Stock	7,917

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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 01/14/2014

 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 were effected pursuant to a Rule 10b5-1 program adopted by the reporting person on March 15, 2013.
- (2) This option vested in forty-eight equal monthly installments ending April 12, 2010.
- (3) This option vested in forty-eight equal monthly installments ending July 12, 2011.
- (4) This option vested in forty-eight equal monthly installments ending October 15, 2011.
- (5) This option vested in forty-eight equal monthly installments beginning March 15, 2008.
- (6) This option vests in forty-eight equal monthly installments beginning March 19, 2010.
- (7) This option vests in forty-eight equal monthly installments beginning March 18, 2011.
- (8) This option vests in forty-eight equal monthly installments beginning March 24, 2012.
- (9) Not applicable.

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.