

O'Connor William Bernard
Form 4
February 22, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
02/20/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr VP & Chief Acct. Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/20/2013		S	570 ⁽¹⁾	D \$ 32.42 20,220	D	
Common Stock	02/21/2013		M	1,823 A	\$ 7.31 22,043	D	
Common Stock ⁽³⁾	02/21/2013		S	1,823 D	\$ 32.9 20,220	D	
Common Stock	02/21/2013		M	3,473 A	\$ 17.45 23,693	D	
Common Stock ⁽³⁾	02/21/2013		S	3,473 D	\$ 32.9 20,220	D	

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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 Securities (Instr. 3 and 4)		8. I. Derivative Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 7.31	02/21/2013		M		1,823		<u>(4)</u>	02/19/2020	Common Stock	1,823
Option (right to buy)	\$ 17.45	02/21/2013		M		3,473		<u>(5)</u>	02/18/2021	Common Stock	3,473

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 02/22/2013

**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) Represents the number of shares sold to cover the tax expense associated with the vesting of restricted shares held by Mr. O'Connor pursuant to his Restricted Stock Agreements with the Company.

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- The range of prices for the transactions reported on this line is between \$32.40 and \$32.43 per share. The price reported above reflects the
- (2) weighted average sales price. The undersigned undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
 - (3) The common stock sales reported on this line of the Form 4 were effected pursuant to a Rule 10b5-1 program adopted by Mr. O'Connor on March 10, 2011 as amended on March 16, 2012.
 - (4) As of 2/21/2013, the original grant (17,500 shares granted on 2/19/2010) was vested with respect to 13,125 of the shares covered thereby and the remaining 4,375 shares covered by this option vest in equal monthly installments ending on 2/19/2014.
 - (5) As of 2/21/2013, the original grant (33,333 shares granted on 2/18/2011) was vested with respect to 16,667 of the shares covered thereby and the remaining 16,666 shares covered by this option vest in equal monthly installments ending on 2/18/2015.

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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