

MEDICINES CO /DE

Form 4

February 14, 2017

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)
02/10/2017

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)

Chief Financial 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 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)
Common Stock	02/10/2017		M	15,000 (A) or (D)	\$ 19.06	35,102	D
Common Stock	02/10/2017		S	15,000 (1)	\$ 50	20,102	D
Common Stock	02/10/2017		M	15,907 (A) or (D)	\$ 19.36	36,009	D
Common Stock	02/10/2017		S	15,907 (1)	\$ 50	20,102	D
Common Stock	02/10/2017		M	10,313 (A) or (D)	\$ 31.49	30,415	D

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Common Stock	02/10/2017	S	<u>10,313</u> (1)	D	\$ 50	20,102	D
Common Stock	02/10/2017	M	16,282	A	\$ 30.55	36,384	D
Common Stock	02/10/2017	S	<u>16,282</u> (1)	D	\$ 50	20,102	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right-to-buy)	\$ 19.06	02/10/2017		M	15,000	<u>(2)</u> 10/15/2017	Common Stock 15,000
Stock Option (right-to-buy)	\$ 19.36	02/10/2017		M	15,907	<u>(3)</u> 02/15/2018	Common Stock 15,907
Stock Option (right-to-buy)	\$ 31.49	02/10/2017		M	10,313	<u>(4)</u> 03/01/2023	Common Stock 10,313
Stock Option (right-to-buy)	\$ 30.55	02/10/2017		M	16,282	<u>(5)</u> 03/01/2024	Common Stock 16,282

Reporting Owners

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

Signatures

/s/ Stephen M. Rodin, Attorney-in-Fact for William B.
O'Connor

02/14/2017

__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) Sales were effected pursuant to a Rule 10b5-1 program adopted by the reporting person.
- (2) This option vested in forty-eight equal monthly installments beginning November 15, 2007.
- (3) This option vested in forty-eight equal monthly installments beginning March 15, 2008.
- (4) This option vested in forty-eight equal monthly installments beginning April 1, 2013.
- (5) This option vested in forty-eight equal monthly installments beginning April 1, 2014.
- (6) 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.
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