

MEDICINES CO /DE

Form 4

November 12, 2004

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 *
MEANWELL CLIVE

(Last) (First) (Middle)

**THE MEDICINES COMPANY, 8
CAMPUS DRIVE**

(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)
11/09/2004

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)

Chief Executive 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)
Common Stock	11/09/2004		M	10,000 A	\$ 1.23 19,961	D	
Common Stock ⁽¹⁾	11/09/2004		S	10,000 D	\$ 28.5 19,961	D	
Common Stock	11/10/2004		M	15,000 A	\$ 1.23 19,961	D	
Common Stock ⁽¹⁾	11/10/2004		S	500 D	\$ 29.091 19,961	D	
Common Stock ⁽¹⁾	11/10/2004		S	500 D	\$ 29.111 19,961	D	

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Common Stock ⁽¹⁾	11/10/2004	S	200	D	\$ 29.11	19,961	D
Common Stock ⁽¹⁾	11/10/2004	S	800	D	\$ 29.06	19,961	D
Common Stock ⁽¹⁾	11/10/2004	S	300	D	\$ 29.05	19,961	D
Common Stock ⁽¹⁾	11/10/2004	S	500	D	\$ 29.02	19,961	D
Common Stock ⁽¹⁾	11/10/2004	S	100	D	\$ 29.01	19,961	D
Common Stock ⁽¹⁾	11/10/2004	S	7,500	D	\$ 29	19,961	D
Common Stock ⁽¹⁾	11/10/2004	S	4,600	D	\$ 29.25	19,961	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (right to buy)	\$ 1.23	11/09/2004		M	10,000	11/09/2004 ⁽²⁾ 01/11/2010	Common Stock 10,000
Option (right to buy)	\$ 1.23	11/10/2004		M	15,000	11/10/2004 ⁽³⁾ 01/11/2010	Common Stock 15,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director	10% Owner	Officer	Other
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MEANWELL CLIVE
THE MEDICINES COMPANY
8 CAMPUS DRIVE
PARSIPPANY, NJ 07054

X

Chief
Executive
Officer

Signatures

Clive A.
Meanwell

11/11/2004

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 Dr. Meanwell on September 15, 2004.
- (2) As of 11/9/2004, the original grant (70,445 shares granted on 1/11/2000) was fully vested. After the exercise of the options hereby, as of 11/9/2004, 41,325 shares covered by this option were vested but not exercised.
- (3) As of 11/10/2004, the original grant (70,445 shares granted on 1/11/2000) was fully vested. After the exercise of the options hereby, as of 11/10/2004, 26,325 shares covered by this option were vested but not exercised.

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.