

O'Connor William Bernard
Form 4
January 17, 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)
01/16/2013

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)

Chief Accounting 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/16/2013		M	25,000 A	\$ 19.98 46,933	D	
Common Stock ⁽¹⁾	01/16/2013		S	25,000 D	\$ 30 21,933	D	
Common Stock	01/16/2013		M	11,302 A	\$ 7.31 33,235	D	
Common Stock ⁽¹⁾	01/16/2013		S	11,302 D	\$ 30 21,933	D	
Common Stock	01/16/2013		M	13,194 A	\$ 17.45 35,127	D	

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Common Stock 01/16/2013 S 13,194 D \$ 30 21,933 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)	8. Amount or Number of Shares
Option (right to buy)	\$ 19.98	01/16/2013		M	25,000	<u>(2)</u> 04/24/2016	Common Stock	25,000
Common stock	\$ 7.31	01/16/2013		M	11,302	<u>(3)</u> 02/19/2020	Common Stock	11,302
Option (right to buy)	\$ 17.45	01/16/2013		M	13,194	<u>(4)</u> 02/18/2021	Common Stock	13,194

Reporting Owners

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

Signatures

/s/ William B. O'Connor 01/17/2013

__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 10, 2011 as amended on March 16, 2012.

(2) As of 1/16/2013, the original grant (100,000 shares granted on 4/24/2006) was fully vested. After the exercise of the options reported hereby, as of 1/16/2013, the remaining 75,000 shares covered by this option are vested but not exercised.

(3) As of 1/16/2013, the original grant (17,500 shares granted on 2/19/2010) was vested with respect to 12,396 of the shares covered thereby and the remaining 5,104 shares covered by this option vest in equal monthly installments ending on 2/19/2014. After the exercise of the options reported hereby, as of 1/16/2013, 1,094 of the shares covered by the option were vested but not exercised.

(4) As of 1/16/2013, the original grant (33,333 shares granted on 2/18/2011) was vested with respect to 15,278 of the shares covered thereby and the remaining 18,055 shares covered by this option vest in equal monthly installments ending on 2/18/2015. After the exercise of the options reported hereby, as of 1/16/2013, 2,084 of the shares covered by the 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.

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