

MEDICINES CO /DE
Form 4
May 31, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DENNER ALEXANDER J

(Last) (First) (Middle)

**C/O SARISSA CAPITAL
MANAGEMENT LP, 660
STEAMBOAT ROAD**

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MEDICINES CO /DE [MDCO]

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2016

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)

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	05/26/2016		A	(A) or (D) Amount 3,426 (1) Price \$ 0	3,426	D	
Common Stock					658,595	I	Sarissa Capital Offshore Master Fund LP ⁽³⁾ (4)
Common Stock					1,093,405	I	Sarissa Capital Domestic

Fund LP ⁽³⁾
(5)

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option (right-to-buy)	\$ 37.22	05/26/2016		A	9,700	⁽²⁾ 05/26/2026	Common Stock	9,700

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

DENNER ALEXANDER J
C/O SARISSA CAPITAL MANAGEMENT LP
660 STEAMBOAT ROAD
GREENWICH, CT 06830

X

Signatures

/s/ Alexander J. Denner,
Ph.D.

05/31/2016

**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) This restricted stock award vests on May 26, 2017 and is made as part of and pursuant to Issuer's director compensation package.

(2) This option vests in one installment on May 26, 2017 and is made as part of and pursuant to Issuer's director compensation package.

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- The reporting person is the founding partner and Chief Investment Officer of Sarissa Capital Management L.P., investment advisor to this fund. As such and due to the positions set forth in footnotes (4) and (5), the reporting person may be deemed to beneficially own the securities owned by this fund. The reporting person disclaims any beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- (3)
 - (4) The reporting person is a partner of Sarissa Capital Fund GP LP, the sole member of the general partner of this fund.
 - (5) The reporting person holds limited partnership interests in this fund and is a partner of Sarissa Capital Fund GP LP, the general partner of this fund.

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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