

MEDICINES CO /DE

Form 4

March 02, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MEANWELL CLIVE**

(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)  
**02/28/2017**

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)  
CEO

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 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	02/28/2017		A	320 <sup>(1)</sup>	A \$ 33.12	379,488	D
Common Stock	03/01/2017		A	34,156 <sup>(2)</sup>	A \$ 0	413,644	D
Common Stock	03/02/2017		F	27,149 <sup>(3)</sup>	D \$ 52.4	386,495	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

number.

**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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right-to-buy)	\$ 52.7	03/01/2017		A		210,793		<u>(4)</u>	03/01/2027	Common Stock	210

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEANWELL CLIVE 8 SYLVAN WAY PARSIPPANY, NJ 07054		X		CEO

## Signatures

/s/ Stephen M. Rodin, Attorney-in-Fact for Clive  
Meanwell

03/02/2017

\*\*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).

- Shares of common stock acquired pursuant to The Medicines Company Employee Stock Purchase Plan ("ESPP") for the ESPP purchase
- (1) period beginning September 1, 2016 and ending February 28, 2017. In accordance with the terms of the ESPP, these shares were purchased based on 85% of the fair market value closing price of the issuer's common stock on September 1, 2016.
  - (2) Shares of restricted stock vest in 25% increments on each anniversary of the date of grant, until fully vested.
  - (3) Shares of common stock were withheld for payment of taxes in connection with the vesting of 52,484 shares of restricted stock from previously reported grants.
  - (4) The option vests in forty-eight equal installments beginning April 1, 2017.

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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