DALZIEL BRUCE D Form 4 May 20, 2010

FORM 4

OMB APPROVAL

2005

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287

if no longer subject to Section 16. Form 4 or Form 5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

DALZIEL BRUCE D Issuer Symbol Medidata Solutions, Inc. [MDSO] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O MEDIDATA SOLUTIONS. 05/18/2010 below) INC., 79 FIFTH AVENUE, 8TH **EVP & Chief Financial Officer FLOOR**

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10003

(State)

(City)

		1401	ole 1-1001-Delivative Securities Acquired, Disposed of, of Deficiency Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of				Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	de (D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
					()		Reported			
					(A)		Transaction(s)			
			G 1 17		or	ъ.	(Instr. 3 and 4)			
			Code V	Amount	(D)	Price				
Common Stock	05/18/2010		A	34,104 (1)	A	0 0 0	71,104	D		

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 or 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
Employee Stock Option Right to Buy	\$ 15.35	05/18/2010		A	19,920	(2)	05/18/2020	Common Stock	19,920

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DALZIEL BRUCE D C/O MEDIDATA SOLUTIONS, INC. 79 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10003

EVP & Chief Financial Officer

Signatures

/s/ Michael I. Otner, Attorney-in-Fact 05/20/2010

**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) Represents shares of restricted stock. The restrictions lapse with respect to one-fourth of the shares on each of May 18, 2011, May 18, 2012, May 18, 2013 and May 18, 2014.
- (2) These options vest in 48 equal monthly installments commencing one month after the grant date, subject to continued employment.
- (3) Granted as compensation for services.
- (4) Granted as compensation for services.

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.

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