Douglas Cory Form 4 February 19, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

OMB APPROVAL

3235-0287

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

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * **Douglas Cory**

(Last) (First) (Middle)

C/O MEDIDATA SOLUTIONS. INC., 79 FIFTH AVENUE, 8TH **FLOOR**

NEW YORK, NY 10003

(City)

(Street)

4. If Amendment, Date Original

2. Issuer Name and Ticker or Trading Symbol

Medidata Solutions, Inc. [MDSO]

3. Date of Earliest Transaction

(Month/Day/Year) 02/14/2013

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	 3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(msu. 1)	(Histi: 1)
Common Stock	02/14/2013	A(1)	12,067	A	\$0	47,005	D	
Common Stock	02/14/2013	A(2)	6,187	A	\$0	53,192	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)

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. Transacti Code (Instr. 8)	5. Number on 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
Restricted Stock Units (Performance Related)	\$ 0	02/14/2013		A(3)	6,187	(3)	(3)	Common Stock	6,187 (3)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Douglas Cory

C/O MEDIDATA SOLUTIONS, INC. 79 FIFTH AVENUE, 8TH FLOOR

NEW YORK, NY 10003

Chief Financial Officer

Signatures

/s/ Michael I. Otner, Attorney-in-Fact

02/19/2013

**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) Award of shares of restricted stock under the issuer's 2009 Long-Term Incentive Plan (the "2009 LTIP") on February 14, 2013. The restrictions will lapse with respect to all of the shares on December 31, 2013.
- (2) Award of shares of restricted stock under the 2009 LTIP on February 14, 2013. The restrictions will lapse with respect to one-fourth of the shares on each of February 14, 2014, February 14, 2015, February 14, 2016 and February 14, 2017.
 - Award of performance-based restricted stock units ("PBRSUs") under the 2009 LTIP on February 14, 2013. The number of PBRSUs reported represents a target grant amount. Each PBRSU represents a contingent right to receive 0-200% of that target number of shares of the issuer's common stock, based on the issuer's relative total shareholder return ("TSR") as compared to the TSR of companies listed on
- (3) in the NASDAQ-100 Index/ NASDAQ Composite Index for the year ending December 31, 2013. The actual number of shares that will be issued, if at all, in settlement of the PBRSUs may range from 0% to 200% of the target grant and will vest in annual installments on February 14, 2014, February 14, 2015 and February 14, 2016. The reporting person also received additional awarded PBRSUs, all subject to corporate financial performance metrics.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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