

MEDICINES CO /DE
 Form 3
 February 13, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|--|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| O'Connor William Bernard | | (Month/Day/Year) | MEDICINES CO /DE [MDCO] | |
| (Last) | (First) | (Middle) | 02/12/2008 | |
| 4. Relationship of Reporting Person(s) to Issuer | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| THE MEDICINES COMPANY, 8 CAMPUS DRIVE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice President | |
| PARSIPPANY, NJ 07054 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------|-------|------------|-----------------|---------|----------|----------------------------------|---|
| Option (right to buy) | Â (1) | 04/24/2016 | Common Stock | 100,000 | \$ 19.98 | D | Â |
| Option (right to buy) | Â (2) | 02/16/2017 | Common Stock | 15,000 | \$ 28.6 | D | Â |
| Option (right to buy) | Â (3) | 07/12/2017 | Common Stock | 7,500 | \$ 17.04 | D | Â |
| Option (right to buy) | Â (4) | 10/15/2017 | Common Stock | 30,000 | \$ 19.06 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| O'Connor William Bernard THE MEDICINES COMPANY 8 CAMPUS DRIVE PARSIPPANY, NJ 07054 | Â | Â | Â Vice President | Â |

Signatures

/s/ William O'Connor 02/13/2008

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) As of 2/12/08, the original grant (100,000 granted on 4/24/06) was vested with respect to 43,750 of the shares covered thereby, none of which options have been exercised. The remaining 56,250 shares covered by this option vest in equal monthly installments ending on 4/12/10.
 - (2) As of 2/12/08, the original grant (15,000 granted on 2/16/07) was vested with respect to 3,438 of the shares covered thereby, none of which options have been exercised. The remaining 11,562 shares covered by this option vest in equal monthly installments ending on 2/16/11.
 - (3) As of 2/12/08, the original grant (7,500 granted on 7/12/07) was vested with respect to 1,094 of the shares covered thereby, none of which options have been exercised. The remaining 6,406 shares covered by this option vest in equal monthly installments ending on 7/12/11.
 - (4) As of 2/12/08, the original grant (30,000 granted on 10/15/07) was vested with respect to 1,875 of the shares covered thereby, none of which options have been exercised. The remaining 28,125 shares covered by this option vest in equal monthly installments ending on 10/15/11.

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.