

O'Connor William Bernard
 Form 4
 February 22, 2013

FORM 4

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

OMB APPROVAL

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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, 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 *
 O'Connor William Bernard

(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)
 02/20/2013

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)
 Sr VP & Chief Acct. Officer

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/20/2013		S		570 ⁽¹⁾ D 32.42 ₍₂₎ 20,220	D	
Common Stock	02/21/2013		M		1,823 A \$ 7.31 22,043	D	
Common Stock ⁽³⁾	02/21/2013		S		1,823 D \$ 32.9 20,220	D	
Common Stock	02/21/2013		M		3,473 A \$ 17.45 23,693	D	
Common Stock ⁽³⁾	02/21/2013		S		3,473 D \$ 32.9 20,220	D	

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- The range of prices for the transactions reported on this line is between \$32.40 and \$32.43 per share. The price reported above reflects the
- (2) weighted average sales price. The undersigned undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
 - (3) The common stock sales reported on this line of the Form 4 were effected pursuant to a Rule 10b5-1 program adopted by Mr. O'Connor on March 10, 2011 as amended on March 16, 2012.
 - (4) As of 2/21/2013, the original grant (17,500 shares granted on 2/19/2010) was vested with respect to 13,125 of the shares covered thereby and the remaining 4,375 shares covered by this option vest in equal monthly installments ending on 2/19/2014.
 - (5) As of 2/21/2013, the original grant (33,333 shares granted on 2/18/2011) was vested with respect to 16,667 of the shares covered thereby and the remaining 16,666 shares covered by this option vest in equal monthly installments ending on 2/18/2015.

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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