

MEDICINES CO /DE

Form 4

March 03, 2015

**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 \*  
Rodin Stephen M

(Last) (First) (Middle)

C/O THE MEDICINES  
COMPANY, 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)  
02/27/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SVP and General Counsel

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/27/2015                              |                                                             | A                                    | 475 <sup>(1)</sup>                                                      | A \$ 22.32                                                                                                         | 9,305                                                                   | D                                                                 |
| Common<br>Stock                       | 03/01/2015                              |                                                             | A                                    | 834 <sup>(2)</sup>                                                      | A \$ 0                                                                                                             | 10,139                                                                  | D                                                                 |
| Common<br>Stock                       | 03/02/2015                              |                                                             | F                                    | 332 <sup>(3)</sup>                                                      | D \$<br>28.9301                                                                                                    | 9,807                                                                   | D                                                                 |

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

**Persons who respond to the collection of  
information contained in this form are not  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code V (A) (D)                       |                                                                                                                 | Date<br>Exercisable Expiration<br>Date                         | Title                                                               |                                        |
| Stock Option<br>(right-to-buy)                      | \$ 28.77                                                           | 03/01/2015                              |                                                             | A                                    | 5,000                                                                                                           | <u>(4)</u> 03/01/2025                                          | Common<br>Stock                                                     | 5,000                                  |

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships |           |                               |       |
|--------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                                      | Director      | 10% Owner | Officer                       | Other |
| Rodin Stephen M<br>C/O THE MEDICINES COMPANY<br>8 SYLVAN WAY<br>PARSIPPANY, NJ 07054 |               |           | SVP and<br>General<br>Counsel |       |

## Signatures

/s/ Stephen M.  
Rodin 03/03/2015

\*\*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, 2014 and ending February 27, 2015. 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 February 27, 2015.
  - (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 966 shares of restricted stock from previously reported grants.
  - (4) The option vests in forty-eight equal installments beginning April 1, 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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