

MEDICINES CO /DE
Form 4
May 31, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DENNER ALEXANDER J

(Last) (First) (Middle)

C/O SARISSA CAPITAL
MANAGEMENT LP, 660
STEAMBOAT ROAD

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEDICINES CO /DE [MDCO]

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2016

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)

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 or (D) Price		
Common Stock	05/26/2016		A		3,426 <u>(1)</u>	D	
Common Stock					658,595	I	Sarissa Capital Offshore Master Fund LP ⁽³⁾ <u>(4)</u>
Common Stock					1,093,405	I	Sarissa Capital Domestic

Fund LP ⁽³⁾
(5)

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of 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)	Amount or Number of Shares
Stock Option (right-to-buy)	\$ 37.22	05/26/2016		A	9,700	⁽²⁾ 05/26/2026	Common Stock	9,700

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DENNER ALEXANDER J
C/O SARISSA CAPITAL MANAGEMENT LP
660 STEAMBOAT ROAD
GREENWICH, CT 06830

X

Signatures

/s/ Alexander J. Denner, 05/31/2016
Ph.D.

 **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) This restricted stock award vests on May 26, 2017 and is made as part of and pursuant to Issuer's director compensation package.

(2) This option vests in one installment on May 26, 2017 and is made as part of and pursuant to Issuer's director compensation package.

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- The reporting person is the founding partner and Chief Investment Officer of Sarissa Capital Management L.P., investment advisor to this fund. As such and due to the positions set forth in footnotes (4) and (5), the reporting person may be deemed to beneficially own the securities owned by this fund. The reporting person disclaims any beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- (3) The reporting person is a partner of Sarissa Capital Fund GP LP, the sole member of the general partner of this fund.
 - (4) The reporting person holds limited partnership interests in this fund and is a partner of Sarissa Capital Fund GP LP, the general partner of this fund.
 - (5) The reporting person holds limited partnership interests in this fund and is a partner of Sarissa Capital Fund GP LP, the general partner of this fund.

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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