O'Connor William Bernard Form 4/A March 02, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

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

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

O'Connor	Symbol	r Name and			Ü	5. Relationship of Reporting Person(s) to Issuer						
			MEDICINES CO /DE [MDCO]				)]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	f Earliest Ti	ansaction							
			(Month/D	Day/Year)				Director		Owner		
8 SYLVAN WAY			02/22/2010					_X_ Officer (give below) Chief A	below) accounting Office	er (specify		
(Street)			4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
DA DCIDDA	NN NI 0705	`	Filed(Month/Day/Year) 02/22/2010					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
PARSIPP	NY, NJ 07054	+						Person				
(City)	(State)	(Zip)	Tabl	le I - Non-D	erivative	Secui	rities Acqu	iired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction 1 (Month/Day/Ye	ear) Execution	emed on Date, if 'Day/Year)	3. Transaction Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3, Amount 543 (1)	ispose	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock	02/22/2010			S	(2)	D	7.4038	11,360	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: O'Connor William Bernard - Form 4/A

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

O'Connor William Bernard 8 SYLVAN WAY PARSIPPANY, NJ 07054

Chief Accounting Officer

# **Signatures**

/s/ William B. O'Connor

\*\*Signature of Reporting 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).
- The initial filing mistakenly showed the date, average weighted price and number of shares sold as of the vesting date. The filing should have reported the average weighted price and number of shares sold on the date the number of shares to cover the vesting taxes were actually sold, February 22, 2010. The number of shares sold on February 22, 2010 was 543 shares at the actual weighted average price of \$7.4038.
- The range of prices for the transactions reported on this line is between \$7.33 and \$7.47 per share. The price reported above reflects the 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.

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.

Reporting Owners 2