

MEDICINES CO /DE  
Form 4  
May 04, 2010

**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 \*  
MEANWELL CLIVE

(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)  
04/30/2010

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)  
Chairman & CEO

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  |  |                                   |
| Common Stock                    | 04/30/2010                           |  | M                              |   | \$ 4.79   | 550,281  | D                                 |
| Common Stock                    | 04/30/2010                           |  | S <sup>(1)</sup>               |   | \$ 7.51   | 375,031  | D                                 |
| Common Stock                    | 05/03/2010                           |  | S <sup>(3)</sup>               |   | \$ 7.46   | 368,781  | D                                 |

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

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SEC 1474 (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)

| 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) |         |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Option (Right to buy)                      | \$ 4.79  | 04/30/2010                           |  | M                              | 237,000   | <u>(5)</u> 05/15/2010                                    | Common Stock  | 237,000 |                            |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| MEANWELL CLIVE<br>8 SYLVAN WAY<br>PARSIPPANY, NJ 07054 | X             |           | Chairman & CEO |       |

## Signatures

/s/ Paul M. Antinori as Attorney-In-Fact for Clive Meanwell  
Date: 05/04/2010

\_\_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) Dr. Meanwell sold 181,500 shares of common stock in aggregate to pay for the cashless exercise of 237,000 options (reported on Table II of this Form 4) and the federal and state taxes associated with such exercise. Dr. Meanwell is holding the remaining 55,500 shares of common stock resulting from the exercise. The options would have expired on May 15, 2010, in which event Dr. Meanwell would have lost the right to acquire the shares underlying the options.

(2) The range of prices for the transactions reported on this line is between \$7.26 and \$7.83 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.

(3) Dr. Meanwell sold in aggregate 181,500 shares to pay for the cashless exercise of the 237,000 options as reported on Table II and federal and state taxes associated with such exercise and held the remaining 55,500 shares of common stock resulting from the exercise. The options were set to expire May 15, 2010.

(4) The range of prices for the transactions reported on this line is between \$7.45 and \$7.49 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.

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(5) The option vested in 48 equal monthly installments beginning on June 15, 2000.

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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