

MEDICINES CO /DE
Form 4
August 03, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
RICHARDS JOHN D

(Last) (First) (Middle)

THE MEDICINES COMPANY, 8
CAMPUS DRIVE

(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)
08/01/2005

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)
Vice President

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 | 08/01/2005 | | M | | 780 A \$ 10.11 | 7,880 | D |
| Common Stock | 08/01/2005 | | M | | 1,220 A \$ 15.5 | 9,100 | D |
| Common Stock ⁽¹⁾ | 08/01/2005 | | S | | 2,000 D \$ 21.77 | 7,100 | D |

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

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SEC 1474
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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 (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) | \$ 10.11 | 08/01/2005 | | M | 780 | 08/01/2005 ⁽²⁾ 12/11/2011 | Common Stock | 780 |
| Stock Option (right to buy) | \$ 15.5 | 08/01/2005 | | M | 1,220 | 08/01/2005 ⁽³⁾ 12/10/2012 | Common Stock | 1,220 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| RICHARDS JOHN D THE MEDICINES COMPANY 8 CAMPUS DRIVE PARSIPPANY, NJ 07054 | | | Vice President | |

Signatures

/s/ John D. Richards 08/03/2005

**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) The common stock sales reported on this Form 4 were affected pursuant to a Rule 10b5-1 program adopted by Mr. Richards on April 29, 2005.
- (2) As of August 1, 2005, the original grant (15,000 shares granted on 12/11/01) was vested with respect to 13,438 of the shares covered thereby, all of which have been exercised. The remaining 1,562 of the shares covered by the option vest in equal monthly installments

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ending on 12/11/05.

- As of August 1, 2005, the original grant (25,000 shares granted on 12/10/02) was vested with respect to 16,146 of the shares covered
- (3) thereby and the remaining 8,854 vest in equal monthly installments ending on 12/10/06. After the exercise of the options reported hereby, as of August 1, 2005, 14,926 of the shares covered by the option were vested but not exercised.

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.