

MEDICINES CO /DE
Form 4
January 05, 2007

FORM 4

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

OMB APPROVAL

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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 *
Kelley John P

(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)
01/03/2007

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)

President and COO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/03/2007		M		25,000	A	\$ 18.27
Common Stock ⁽¹⁾	01/03/2007		S		25,000	D	\$ 31.98
Common Stock	01/03/2007		M		25,000	A	\$ 18.27
Common Stock ⁽¹⁾	01/03/2007		S		25,000	D	\$ 31.83

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)	\$ 18.27	01/03/2007		M	25,000	01/03/2007 ⁽²⁾ 11/30/2015	Common Stock	25,000
Stock Option (right to buy)	\$ 18.27	01/03/2007		M	25,000	01/03/2007 ⁽³⁾ 11/30/2015	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelley John P THE MEDICINES COMPANY 8 CAMPUS DRIVE PARSIPPANY, NJ 07054	X		President and COO	

Signatures

/s/ John P. Kelley
01/05/2007

**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. Kelley on November 30, 2006.

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- (2) As of January 3, 2007, the original grant (150,000 shares granted on 11/30/05) was vested with respect to 40,625 of the shares covered thereby. The remaining 109,375 of the shares covered by the option vest in equal monthly installments ending on 11/30/09.

- As of January 3, 2007, the original grant (112,500 shares granted on 11/30/05) was fully vested. After the exercise of the options reported hereby, as of January 3, 2007, 87,500 of the shares covered by the option were vested but not exercised and are subject to the terms of the lock-up agreement between Mr. Kelley and The Medicines Company (the "Lock-Up") under which Mr. Kelley has agreed not to sell, transfer, pledge or otherwise dispose of the shares underlying the option, except as set forth in the Lock-Up. The Lock-Up will expire with respect to one-fourth-eighth (1/48) of the original number of shares underlying the option on the 30th day of each calendar month, beginning on December 30, 2005. In addition, the Lock-Up will expire if Mr. Kelley ceases to be employed by The Medicines Company for any reason or upon consummation of a "Change of Control Event" as defined in The Medicines Company's 2004 Stock Incentive Plan.
- (3)

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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