

Medidata Solutions, Inc.
Form 4
February 18, 2015

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 *
Otner Michael I.

2. Issuer Name and Ticker or Trading Symbol
Medidata Solutions, Inc. [MDSO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

C/O MEDIDATA SOLUTIONS, INC., 350 HUDSON STREET, 9TH FLOOR

EVP-General Counsel

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10014

(City) (State) (Zip)

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	02/13/2015		A ⁽¹⁾		13,378	A	\$ 0
Common Stock	02/13/2015		F		7,423 ⁽²⁾	D	\$ 46.575
Common Stock	02/17/2015		S		11,010	D	\$ 46.7518 ⁽³⁾

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Restricted Stock Units (Performance-Related)	\$ 0	02/13/2015		A	13,378	(4) (4)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Otner Michael I. C/O MEDIDATA SOLUTIONS, INC., 350 HUDSON STREET, 9TH FLOOR NEW YORK, NY 10014			EVP-General Counsel	

Signatures

/s/ Michael I.
Otner
Date 02/18/2015

**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).
- Award of shares of restricted stock under the issuer's Second Amended & Restated 2009 Long-Term Incentive Plan (the "2009 LTIP") on
- (1) February 13, 2015. The restrictions will lapse with respect to one-fourth of the shares on each of February 13, 2016, February 13, 2017, February 13, 2018, and February 13, 2019.
 - (2) Shares withheld by Medidata to satisfy the tax withholding obligation in connection with the vesting of previously awarded restricted stock.
 - (3) Such transaction was executed in multiple trades at prices ranging from \$46.75 to \$46.91. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (4) Award of PBRsUs under the 2009 LTIP on February 13, 2015. The number of PBRsUs reported represents a target amount. Each PBRsU represents a contingent right to receive 0-200% of that target number of shares of the issuer's common stock, based on the issuer's

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TSR as compared to the TSR of companies in the Russell 2000 Index as follows: (i) 1/3 of the units will become earned based on relative TSR performance for the one year ended December 31, 2015, (ii) 1/3 of the units will become earned based on the cumulative relative TSR for the two years ending December 31, 2016 and (iii) 1/3 of the units will become earned based on cumulative relative TSR for the three years ending December 31, 2017. The shares will vest immediately upon being earned.

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.