

Medidata Solutions, Inc.
Form 4
March 01, 2016

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 *
Bergmann Rouven

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10014

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Medidata Solutions, Inc. [MDSO]

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

02/26/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Financial Officer

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

X 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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	02/26/2016		A ⁽¹⁾	19,118 A	\$ 0 49,182	D	
Common Stock	02/26/2016		A ⁽²⁾	25,491 A	\$ 0 74,673	D	

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

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(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 Amount of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units (Performance Related)	\$ 0	02/26/2016		A	19,118	(3) (3)	Common Stock (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bergmann Rouven C/O MEDIDATA SOLUTIONS, INC. 350 HUDSON STREET, 9TH FLOOR NEW YORK, NY 10014			Chief Financial Officer	

Signatures

/s/ Michael I. Otner,
Attorney-in-Fact

03/01/2016

**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) Award of shares of restricted stock under the issuer's Second Amended & Restated 2009 Long-Term Incentive Plan (the "2009 LTIP") on February 26, 2016. The restrictions will lapse with respect to one-fourth of the shares on each of February 26, 2017, February 26, 2018, February 26, 2019, and February 26, 2020.

(2) Award of shares of restricted stock under the 2009 LTIP on February 26, 2016. The shares of restricted stock shall vest annually over a three-year period from grant, thirty-three percent on the first anniversary of the grant date and each of the next two annual anniversaries of the grant date.

(3) Award of performance-based restricted stock units ("PBRU") under the 2009 LTIP on February 26, 2016. The number of PBRUs represents a target amount. Each PBRU 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 TSR as compared to the TSR of companies in the Russell 2000 Index for the three years ending December 31, 2018. 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.

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