

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

MEDICINES CO /DE

Form: 4

Date Filed: 2002-12-03

Corporate Issuer CIK: 1113481

[] 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

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

OMB Number: 3235-0287
Expires: January 31, 2005
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<p>1. Name and Address of Reporting Person</p> <p style="text-align: center;">Stack, David M</p> <p style="text-align: center;">(Last) (First) (Middle)</p> <p style="text-align: center;">c/o The Medicines Company 5 Sylvan Way</p> <p style="text-align: center;">(Street)</p> <p style="text-align: center;">Parsippany, NJ 07054</p> <p style="text-align: center;">(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p style="text-align: center;">The Medicines Company - MDCO</p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Day/Year)</p> <p style="text-align: center;">12/02/2002</p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director ___ 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) ___ Other (specify below)</p> <p style="text-align: center;">President and Chief Executive Officer</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	12/02/2002		M		7000	A	3.08			
Common Stock (1)	12/02/2002		S		3000	D	16.60			
Common Stock (1)	12/02/2002		S		1000	D	16.62			
Common Stock (1)	12/02/2002		S		600	D	16.63			
Common Stock (1)	12/02/2002		S		90	D	16.65			
Common Stock (1)	12/02/2002		S		2310	D	16.61	5000	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	3.08	12/02/2002		M		7000	(2)	04/01/2010	Common Stock	7000	51700	D		

Explanation of Responses: (1) The common stock sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 program adopted by Mr. Stack on November 21, 2002. (2) As of 12-02-2002, the option (originally granted 4-1-2000) was vested with respect to 47906 of the shares covered thereby. After the exercises of the options reported hereby, as of 12-02-2002, 33906 of the shares covered by the option were vested and the remaining 17794 shares covered by the option vest in equal monthly installments ending 1-1-2004.

/s/ David M. Stack
** Signature of Reporting Person

12/03/2002
Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.