

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

MEDICINES CO /DE

Form: 4

Date Filed: 2019-03-04

Corporate Issuer CIK: 1113481

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person Cox Christopher T		2. Issuer Name and Ticker or Trading Symbol MEDICINES CO /DE [MDCO]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ EVP & Chief Corp. Dev. Officer	
8 SYLVAN WAY (Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 02/28/2019			
PARSIPPANY, NJ 07054 (Street)		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(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	02/28/2019		A		317 <u>(1)</u>	A	\$ 20.97	60,625	D	
Common Stock								334,955	I	See footnote <u>(2)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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)		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 Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cox Christopher T 8 SYLVAN WAY PARSIPPANY, NJ 07054			EVP & Chief Corp. Dev. Officer	

Signatures

/s/ Stephen M. Rodin, Attorney-in-Fact for Christopher T. Cox <small>Signature of Reporting Person</small>	03/04/2019 <small>Date</small>
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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) Shares of common stock acquired pursuant to The Medicines Company Employee Stock Purchase Plan ("ESPP") for the ESPP purchase period beginning September 1, 2018 and ending February 28, 2019. In accordance with the terms of the ESPP, these share were purchased based on 85% of the fair market value closing price of the issuer's common stock on February 28, 2019.
- (2) The reporting person holds a power of attorney with respect to this account. Members of the reporting person's immediate family may be considered to have a pecuniary interest in this account. The reporting person disclaims beneficial ownership of the shares held by this account except to the extent of his pecuniary interest therein.

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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8 SYLVAN WAY		3. Date of Earliest Transaction (Month/Day/Year) 02/28/2019		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
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Reporting Owners

Reporting Owner Name / Address	Relationships			
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Cox Christopher T 8 SYLVAN WAY PARSIPPANY, NJ 07054			EVP & Chief Corp. Dev. Officer	

Signatures

/s/ Stephen M. Rodin, Attorney-in-Fact for Christopher T. Cox	03/04/2019
<small>Signature of Reporting Person</small>	<small>Date</small>

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