

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

MEDICINES CO/DE

Form: 4

Date Filed: 2019-03-08

Corporate Issuer CIK: 1113481

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FORM 4

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

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden	hours								
per response	0.5								

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Re	sponses)														
1. Name and Add DENNER ALI	MEDICIN	ES CO	nd Ticker or Toler or	CO]			Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner								
(Last) (First) (Middle) C/O SARISSA CAPITAL MANAGEMENT LP, 660 STEAMBOAT ROAD			3. Date of Ea 03/06/201		ransaction (Month	n/Day/Year)		Officer (give tit	le below)	Other	(specify below)			
			4. If Amendr	ment, D	ate Original I	-iled _M	Month/Day/Year)		Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	-	(State)	(Zip)			Table I	- Non	- Dorivativo	Socurit	ios Acai	irod Dienocod	of or Bono	ficially Owned		
1.Title of Security	<i>y</i>		2. Transaction	2A. Deem	ned	Table I - Non-Derivative Securities Acq 3. Transaction 4. Securities Acquired (A)					5. Amount of Se	-		6.	7. Nature
(Instr. 3)		Date (Month/Day/Year	Execution Date, it		f Code (Instr. 8)		or Dispose	or Disposed of (D) (Instr. 3, 4 and 5)		Owned Following Reported Transaction(s (Instr. 3 and 4)			Form: Direct (D)		
							Code V		Amount (A) or (D)					(I) (Instr. 4)	, ,
Common Sto	ck		03/06/2019			Р		248,100	Α	\$ 24.91 <u>(1)</u>	3,636,000			I	See footnote (2)
Reminder: Repor	rt on a separat	te line for each clas	s of securities be	neficially owi	ned dire	ectly or indire	ctly.								
							forn		quired t		ollection of infor and unless the fo				1474 (9-02
			Table I			rities Acqui , warrants, o		•		-	Owned				
1. Title of	2.	3. Transaction	3A. Deemed	4. Transac	ction 5	. Number of		6. Date Exer	cisable	7. Title	and Amount of		9. Number of	10.	11. Natur
Derivative Security	Conversion or Exercise	Date (Month/Day/Year)	Execution Date, any	if Code (Instr. 8)		erivative ecurities		and Expiration 'Month/Day/'			lying Securities 3 and 4)	Derivative Security	Derivative Securities	Ownership Form of	of Indirect Beneficial
(Instr. 3)	Price of	,	(Month/Day/Yea		Α(cquired (A) or		(,		Owned	Derivative	Ownershi
	Derivative Security				isposed of (D) nstr. 3, 4, and 5)							Security: Direct (D)		(Instr. 4)	
				Code	V	(A) (D		Date Exercisable	Expiration Date	HITIE	amount or Jumber of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Reporting	g Owner	rs					<u> </u>						· ·	, ,	
Reporting Owner Name / Address Director				Relations	1	er Other									
DENNER ALEXANDER J C/O SARISSA CAPITAL MANAGEMENT LP 660 STEAMBOAT ROAD GREENWICH, CT 06830															
Signature	es														
/s/ Stephen N	-	ttorney-in-Fact		J. Denner		03/08/ Date		9							
Evnlanati	on of R	esponses:													
LAPIanau	011 01 11	esponses.	•												
		nan one reporting p													
** Intentional mis	sstatements o	r omissions of facts rerage purchase pri	constitute Feder	al Criminal V nurchased ra	iolation	s. <i>See</i> 18 U.	S.C. *	1001 and 15	U.S.C. of \$24.9	78ff(a). 2 ner sha	are. The undersid	ned underta	kes unon reau	est by the C	:ommission
staff, the issue	er or a security	holder of the issue	er, to provide full i	nformation re	egardin	g the numbe	r of sl	hares purcha	ased at	each sep	arate price.	ica anacita	noo, apon roqu	cor by the c	,0111111100101
(2) is the Chief In indirectly bene	vestment Office eficially own (a	as being indirectly ber of Sarissa Capit as that term is defin y interest therein.	tal Management L	P and contro	ols the	general partr	er of	Sarissa Cap	ital Mar	nagement	LP. By virtue of	he foregoin	g, Dr. Denner n	nay be deen	ned to
Note: File three c	opies of this F	orm, one of which r	must be manually	signed. If sp	ace is i	nsufficient, s	ee Ins	struction 6 fo	or proced	dure.					
Potential persons	who are to re	spond to the collec	tion of information	n contained i	n this fo	orm are not re	equire	ed to respond	d unless	the form	displays a currer	ntly valid ON	1B number.		

FORM 4

(Print or Type Responses)

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 or Section 30(h) of the Investment Company Act of 1940

(i iiiil oi iype ii	iespurises)																
Name and Address of Reporting Person DENNER ALEXANDER J				Issuer Name and Ticker or Trading Symbol MEDICINES CO /DE [MDCO]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X_Director 10% Owner						
(Last) (First) (Middle) C/O SARISSA CAPITAL MANAGEMENT LP, 660 STEAMBOAT ROAD				Date of Earliest Transaction (Month/Day/Year) 03/06/2019								Officer (give title below) Officer (specify below)					
	(Street)		4. If Amendment, Date Original FiledMonth/Day/Year)							6. Individual or Jo			able Line)			
GREENWIC	H, CT 06830)										_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	((State)	(Zip)	Table I - Non-Derivative Securities Acqu							ies Acqu	ired, Disposed o	f, or Benet	icially Owned			
(Instr. 3) Date		2. Transaction Date (Month/Day/Yea		Date, if	(Instr. 8)		d	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)			Form:	Beneficial			
				(WIOTILIT/Da	(Month/Day/Year)	Code	e ,	v	Amount	(A) or (D)	Price				Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock 03/06/2019			03/06/2019			Р		4	248,100	А	\$ 24.91 <u>(1)</u>	3,636,000			I	See footnote	
Pomindor: Pon	ort on a congrat	e line for each clas	e of cocurities be	poficially own	od diro	atly or ind	liroctly					•					
			Table	II - Derivative			for ON Juired,	ma MBo Dis	re not recontrol nu	quired t imber. or Ben	o respon	llection of inforr d unless the for Owned				1474 (9-02)	
1. Title of	2.	3. Transaction	3A. Deemed	4. Transac	Number of	rants, options, convertible securities) ber of 6. Date Exercisable 7. Title					and Amount of	10.	11. Nature				
Derivative	Conversion	Date	Execution Date,						and Expiration Date Underly			rlying Securities Derivative		9. Number of Derivative		of Indirect	
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	(Month/Day/Yea	ar) Ac		Acquired (A) or Disposed of (D) Instr. 3, 4, and 5)				3 and 4)	Security (Instr. 5)	Securities Beneficially Owned Following	Form of Derivative Security: Direct (D)	Beneficial Ownership (Instr. 4)			
				Code	V	(A)	(D)	Dat Exe	te E ercisable [Expiratio Date	Litte	mount or umber of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)		
Reportin	ıg Owner	rs .															
Reporting Owner Name / Address				Relationships													
Director			10% Owner	Officer	Other												
DENNER ALEXANDER J C/O SARISSA CAPITAL MANAGEMENT LP 660 STEAMBOAT ROAD GREENWICH, CT 06830																	
Signatur	es																
/s/ Stephen	M. Rodin, At	torney-in-Fact f	or Alexander	J. Denner		03/0	8/201	9									
	Sig	nature of Reporting Person	on			D	ate										

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) Represents the weighted average purchase price of the shares purchased ranging from a low of \$24.84 to a high of \$24.92 per share. The undersigned undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares purchased at each separate price.
- The shares reported herein as being indirectly beneficially owned by Dr. Denner are directly beneficially owned by funds managed and/or controlled by Sarissa Capital Management LP. Dr. Denner is the Chief Investment Officer of Sarissa Capital Management LP and controls the general partner of Sarissa Capital Management LP. By virtue of the foregoing, Dr. Denner may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 of the Securities Exchange Act of 1934, as amended) these shares. Dr. Denner disclaims beneficial ownership of these shares 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.

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.