

MEDICINES CO /DE
Form 4
May 31, 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 *
DENNER ALEXANDER J

(Last) (First) (Middle)

C/O SARISSA CAPITAL
MANAGEMENT LP, 660
STEAMBOAT ROAD

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEDICINES CO /DE [MDCO]

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount or (D) Price		
Common Stock	05/26/2016		A		3,426 <u>(1)</u>	D	
Common Stock					658,595	I	Sarissa Capital Offshore Master Fund LP ⁽³⁾ <u>(4)</u>
Common Stock					1,093,405	I	Sarissa Capital Domestic

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- The reporting person is the founding partner and Chief Investment Officer of Sarissa Capital Management L.P., investment advisor to this fund. As such and due to the positions set forth in footnotes (4) and (5), the reporting person may be deemed to beneficially own the securities owned by this fund. The reporting person disclaims any beneficial ownership of these securities, except to the extent of his pecuniary interest therein.
- (3) The reporting person is a partner of Sarissa Capital Fund GP LP, the sole member of the general partner of this fund.
 - (4) The reporting person holds limited partnership interests in this fund and is a partner of Sarissa Capital Fund GP LP, the general partner of this fund.
 - (5) The reporting person holds limited partnership interests in this fund and is a partner of Sarissa Capital Fund GP LP, the general partner of this fund.

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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