

Flynn James E
Form 4
April 01, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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, 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 *
Flynn James E

(Last) (First) (Middle)

780 THIRD AVENUE, 37TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Possible Members of 10% Group

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	03/30/2011		S		998	D	\$ 16.48	2,609,534	I ⁽¹⁾	Through Deerfield Partners, L.P. ⁽²⁾
Common Stock	03/30/2011		S		1,288	D	\$ 16.48	3,434,250	I ⁽¹⁾	Through Deerfield International Limited ⁽³⁾
Common Stock	03/30/2011		S		42,701	D	\$ 16.51	2,566,833	I ⁽¹⁾	Through Deerfield Partners, L.P. ⁽²⁾

Edgar Filing: Flynn James E - Form 4

Common Stock	03/30/2011	S	55,013	D	\$ 16.51	3,379,237	I ⁽¹⁾	Through Deerfield International Limited ⁽³⁾
Common Stock	03/31/2011	S	8,074	D	\$ 16.32	2,588,759	I ⁽¹⁾	Through Deerfield Partners, L.P. ⁽²⁾
Common Stock	03/31/2011	S	10,403	D	\$ 16.32	3,368,834	I ⁽¹⁾	Through Deerfield International Limited ⁽³⁾
Common Stock	03/31/2011	S	17,619	D	\$ 16.28	2,541,140	I ⁽¹⁾	Through Deerfield Partners, L.P. ⁽²⁾
Common Stock	03/31/2011	S	22,701	D	\$ 16.28	3,346,133	I ⁽¹⁾	Through Deerfield International Limited ⁽³⁾
Common Stock	04/01/2011	S	41,764	D	\$ 16.28	2,499,376	I ⁽¹⁾	Through Deerfield Partners, L.P. ⁽²⁾
Common Stock	04/01/2011	S	53,808	D	\$ 16.28	3,292,325	I ⁽¹⁾	Through Deerfield International Limited ⁽³⁾
Common Stock	04/01/2011	S	3,341	D	\$ 16.32	2,496,035	I ⁽¹⁾	Through Deerfield Partners, L.P. ⁽²⁾
Common Stock	04/01/2011	S	4,305	D	\$ 16.32	3,288,020	I ⁽¹⁾	Through Deerfield International Limited ⁽³⁾
Common Stock	04/01/2011	S	7,822	D	\$ 16.3	2,488,213	I ⁽¹⁾	Through Deerfield Partners, L.P. ⁽²⁾
Common Stock	04/01/2011	S	10,078	D	\$ 16.3	3,277,942	I ⁽¹⁾	Through Deerfield International Limited ⁽³⁾
						40,000	D	

Common
Stock

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 (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flynn James E 780 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017		X		Possible Members of 10% Group
DEERFIELD CAPITAL LP 780 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017		X		Possible Members of 10% Group
DEERFIELD PARTNERS, LP 780 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017		X		Possible Members of 10% Group
DEERFIELD MANAGEMENT CO /NY 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017		X		Possible Members of 10% Group
		X		Possible Members of 10% Group

DEERFIELD INTERNATIONAL LTD
C/O CITI FUND SERVICES (BVI) LTD
BISON COURT, PO BOX 3460, ROAD TOWN
TORTOLA, D8 --

Signatures

/s/ Darren
Levine 04/01/2011

**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) This Form 4 is being filed by the undersigned as well as the entities listed on the Joint Filer Information Statement attached as an exhibit hereto (the "Reporting Persons").

Deerfield Capital, L.P. is the general partner of Deerfield Partners, L.P. (the "Domestic Fund"). James E. Flynn is the managing member of the general partner of Deerfield Capital, L.P. In accordance with Instruction 4(b)(iv) to Form 4, the entire amount of the Issuer's securities held by the Domestic Fund is reported herein. For purposes of Section 16 of the Securities Exchange Act of 1934, each
- (2) Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

Deerfield Management Company, L.P. is the investment manager of Deerfield International Limited (the "Offshore Fund"). James E. Flynn is the managing member of the general partner of Deerfield Management Company, L.P. In accordance with Instruction 4(b)(iv) to Form 4, the entire amount of the Issuer's securities held by the Offshore Fund is reported herein. For purposes of Section 16 of the
- (3) Securities Exchange Act of 1934, each Reporting Person disclaims beneficial ownership of any such securities, except to the extent of his/its indirect pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or otherwise.

Remarks:

Darren Levine, Attorney-In-Fact which is incorporated by reference to Exhibit 24 of the Form 3 filed by the Reporting Persons

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.