

REGENERON PHARMACEUTICALS INC

Form 4

December 14, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BAKER CHARLES A

(Last) (First) (Middle)

**777 OLD SAW MILL RIVER
ROAD**

(Street)

TARRYTOWN, NY 10591

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**REGENERON
PHARMACEUTICALS INC
[REGN]**

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2016

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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|--|
| Common Stock | 12/12/2016 | | M ⁽¹⁾ | 3,000 | A \$ 18.61 | 12,000 | D |
| Common Stock | 12/12/2016 | | S ⁽¹⁾ | 600 | D \$ 390.67 | 11,400 | D |
| Common Stock | 12/12/2016 | | S ⁽¹⁾ | 1,200 | D \$ 391.36 | 10,200 | D |
| Common | 12/12/2016 | | S ⁽¹⁾ | 400 | D \$ | 9,800 | D |

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| | | | | | | | |
|--------------|------------|------|-----|---|---------------------|-------|---|
| Stock | | | | | 392.41 (4) | | |
| Common Stock | 12/12/2016 | S(1) | 600 | D | \$ 393.64 (5) | 9,200 | D |
| Common Stock | 12/12/2016 | S(1) | 200 | D | \$ 394.33 (6) | 9,000 | D |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 18.61 | 12/12/2016 | | M(1) | 3,000 | (7) 01/02/2019 | Common Stock 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAKER CHARLES A 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591 | X | | | |

Signatures

/s/**Charles A.
Baker 12/13/2016

**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) Disposition/acquisition made pursuant to a plan intended to comply with Rule 10b5-1(c).

Represents volume-weighted average price of sales of 600 shares of Company stock on December 12, 2016 at prices ranging from

(2) \$390.26 to \$390.99. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on December 12, 2016 at each separate price.

Represents volume-weighted average price of sales of 1,200 shares of Company stock on December 12, 2016 at prices ranging from

(3) \$391.02 to \$391.99. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on December 12, 2016 at each separate price.

Represents volume-weighted average price of sales of 400 shares of Company stock on December 12, 2016 at prices ranging from

(4) \$392.00 to \$392.82. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on December 12, 2016 at each separate price.

Represents volume-weighted average price of sales of 600 shares of Company stock on December 12, 2016 at prices ranging from

(5) \$393.39 to \$393.96. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on December 12, 2016 at each separate price.

Represents volume-weighted average price of sales of 200 shares of Company stock on December 12, 2016 at prices ranging from

(6) \$394.24 to \$ 394.41. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on December 12, 2016 at each separate price.

(7) The stock option becomes exercisable in three equal annual installments, commencing one year after the date of grant.

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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