

REGENERON PHARMACEUTICALS INC

Form 4

September 12, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
GOLDBERG MURRAY 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)  
09/08/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
SVP Finance and Admin CFO Trea

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	09/08/2011		M <sup>(1)</sup>	26,000 A	\$ 11.64	103,734	D
Common Stock	09/08/2011		F <sup>(1)</sup>	4,168 D	\$ 72.6	99,566	D
Common Stock	09/08/2011		F <sup>(1)</sup>	10,090 D	\$ 72.6	89,476	D
Common Stock	09/09/2011		S <sup>(1)</sup>	3,942 D	\$ 67.19	85,534	D

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Common Stock	09/09/2011	<u>S</u> <sup>(1)</sup>	3,400	D	\$ 68.45 <u>(3)</u>	82,134	D	
Common Stock	09/09/2011	<u>S</u> <sup>(1)</sup>	200	D	\$ 69.08 <u>(4)</u>	81,934	D	
Common Stock						5,416	I	By 401(k) Plan

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 11.64	09/08/2011		<u>M</u> <sup>(1)</sup>	26,000	<u>(5)</u>	12/19/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 72.6	09/08/2011		<u>A</u> <sup>(1)</sup>	4,168	09/08/2011	12/19/2015	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDBERG MURRAY A 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591			SVP Finance and Admin CFO Treas	

## Signatures

/s/\*\*Murray A. Goldberg  
09/12/2011  
Date

\_\_Signature of Reporting  
Person

## 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 3,942 shares of Company stock on September 9, 2011 at prices ranging from
- (2) \$67.00 to \$67.92 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 trust on September 9, 2011 at each separate price.  
Represents volume-weighted average price of sales of 3,400 shares of Company stock on September 9, 2011 at prices ranging from
- (3) \$68.01 to \$68.93 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 trust on September 9, 2011 at each separate price  
Represents volume-weighted average price of sales of 200 shares of Company stock on September 9, 2011 at prices ranging from \$69.04
- (4) to \$69.11. 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 trust on September 9, 2011 at each separate price.
- (5) The stock option award (combined incentive stock option and non-qualified stock option) vests in four equal annual installments, commencing one year after the date of grant.
- (6) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are not applicable in this case.

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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