

REGENERON PHARMACEUTICALS INC
 Form 4
 February 15, 2012

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 *
 SCHLEIFER LEONARD S

(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)
 02/14/2012

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)
 President & CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/14/2012 | | M | | 234,616 A \$ 13 | D | |
| Common Stock | 02/14/2012 | | F | | 27,475 D \$ 111.01 | D | |
| Common Stock | 02/14/2012 | | F | | 95,429 D \$ 111.01 | D | |
| Common Stock | 02/14/2012 | | M | | 250,000 A \$ 19.43 | D | |
| | 02/14/2012 | | F | | 43,757 D | D | |
| | | | | | 517,775 | | |
| | | | | | 474,018 | | |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-----------|---------|---|----------------|
| Common Stock | | | | | \$ 111.01 | | | |
| Common Stock | 02/14/2012 | F | 95,016 | D | \$ 111.01 | 379,002 | D | |
| Common Stock | 02/14/2012 | M | 15,384 | A | \$ 13 | 394,386 | D | |
| Common Stock | 02/14/2012 | F | 1,801 | D | \$ 111.01 | 392,585 | D | |
| Common Stock | 02/15/2012 | F | 6,257 | D | \$ 111.01 | 386,328 | D | |
| Common Stock | | | | | | 84,773 | I | by GRAT |
| 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.

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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 13 | 02/14/2012 | | M | | 234,616 | (1) 12/15/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 13 | 02/14/2012 | | M | | 15,384 | (1) 12/15/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 19.43 | 02/14/2012 | | M | | 250,000 | (1) 12/20/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 111.01 | 02/14/2012 | | A | | 43,757 | 08/14/2012 12/20/2012 | Common Stock |
| | \$ 111.01 | 02/14/2012 | | A | | 1,801 | 08/14/2012 12/15/2013 | |

Non-Qualified
Stock Option
(right to buy)

Commo
Stock

Non-Qualified
Stock Option
(right to buy)

\$ 111.01

02/14/2012

A

27,475

08/14/2012

12/15/2013

Commo
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHLEIFER LEONARD S 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591 | X | | President & CEO | |

Signatures

Schleifer,
Leonard

02/15/2012

**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) The stock option award vests in four equal annual installments, commencing one year after the date of grant.

(2) 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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