

REGENERON PHARMACEUTICALS INC

Form 4

March 19, 2015

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 *
Aberman Michael 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)
03/17/2015

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)
SVP Strategy Investor Relation

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 (A) or (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	(A) or (D)	Price
Common Stock	03/17/2015		M		3,898	A	\$ 24
Common Stock	03/17/2015		M ⁽¹⁾		7,500	A	\$ 24
Common Stock	03/17/2015		F ⁽¹⁾		393	D	\$ 457.91
Common Stock	03/17/2015		F ⁽¹⁾		3,665	D	\$ 457.91
	03/18/2015		S ⁽¹⁾		400	D	25,540

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Common Stock					\$ 462.84 (2)			
Common Stock	03/18/2015	S(1)	1,500	D	\$ 463.6 (3)	24,040	D	
Common Stock	03/18/2015	S(1)	500	D	\$ 464.44 (4)	23,540	D	
Common Stock	03/18/2015	S(1)	500	D	\$ 465.42 (5)	23,040	D	
Common Stock	03/18/2015	S(1)	100	D	\$ 468.92	22,940	D	
Common Stock	03/18/2015	S(1)	100	D	\$ 469.68	22,840	D	
Common Stock	03/18/2015	S(1)	142	D	\$ 470.97	22,698	D	
Common Stock	03/18/2015	S(1)	100	D	\$ 471.24	22,598	D	
Common Stock	03/18/2015	S(1)	100	D	\$ 472.14	22,498	D	
Common Stock						407	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 Amount of Underlying Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Incentive Stock Option (right to buy)	\$ 24	03/17/2015	M	3,898	(6)	03/22/2020	Common Stock	3,89
Non-Qualified Stock Option (right to buy)	\$ 24	03/17/2015	M ⁽¹⁾	7,500	(6)	03/22/2020	Common Stock	7,50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aberman Michael S 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591			SVP Strategy Investor Relation	

Signatures

/s/**Michael S.
Aberman

03/19/2015

**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 400 shares of Company stock on March 18, 2015 at prices ranging from \$462.69 to \$462.97. 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 March 18, 2015 at each separate price.
- (2) \$462.97. 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 March 18, 2015 at each separate price.
Represents volume-weighted average price of sales of 1,500 shares of Company stock on March 18, 2015 at prices ranging from \$463.24 to \$463.96. 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 March 18, 2015 at each separate price.
- (3) \$463.96. 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 March 18, 2015 at each separate price.
Represents volume-weighted average price of sales of 500 shares of Company stock on March 18, 2015 at prices ranging from \$464.11 to \$464.95. 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 March 18, 2015 at each separate price.
- (4) \$464.95. 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 March 18, 2015 at each separate price.
Represents volume-weighted average price of sales of 500 shares of Company stock on March 18, 2015 at prices ranging from \$465.02 to \$465.75. 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 March 18, 2015 at each separate price.
- (5) \$465.75. 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 March 18, 2015 at each separate price.
The stock option award (combined incentive stock option and non-qualified stock option) vests over five years, commencing one year after the date of grant. 12,500 options vest on the first anniversary, 25,000 options vest on the second anniversary, 25,000 options vest on the third anniversary, 25,000 options vest on the fourth anniversary, and 12,500 options vest on the fifth anniversary of the date of grant.
- (6) after the date of grant. 12,500 options vest on the first anniversary, 25,000 options vest on the second anniversary, 25,000 options vest on the third anniversary, 25,000 options vest on the fourth anniversary, and 12,500 options vest on the fifth anniversary of 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. 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.