

BROWN MICHAEL S

Form 4

September 28, 2018

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN 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)
09/27/2018

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 (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	(A) or (D)	Price		
Common Stock	09/27/2018		M ⁽¹⁾		2,000	A	\$ 273.67	2,000	D
Common Stock	09/27/2018		S ⁽¹⁾		389	D	\$ 390.23 ⁽²⁾	1,611	D
Common Stock	09/27/2018		S ⁽¹⁾		601	D	\$ 391.38 ⁽³⁾	1,010	D
Common	09/27/2018		S ⁽¹⁾		410	D	\$ 600		D

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Stock					392.37 (4)			
Common Stock	09/27/2018	S(1)	300	D	\$ 393.49 (5)	300	D	
Common Stock	09/27/2018	S(1)	40	D	\$ 394.43	260	D	
Common Stock	09/27/2018	S(1)	260	D	\$ 395.42 (6)	0	D	
Common Stock						5,000	I	by SLAT (7)
Common Stock						12,349	I	by Trust

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 (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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 273.67	09/27/2018		M(1)	2,000	(8)	01/02/2024	Common Stock
								Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

BROWN MICHAEL S
777 OLD SAW MILL RIVER ROAD
TARRYTOWN, NY 10591

Signatures

/s/**Michael S.

Brown

09/28/2018

**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 389 shares of Company stock on September 27, 2018 at prices ranging from

(2) \$390.00 to \$390.54. 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 September 27, 2018 at each separate price.

Represents volume-weighted average price of sales of 601 shares of Company stock on September 27, 2018 at prices ranging from

(3) \$391.00 to \$391.38. 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 September 27, 2018 at each separate price.

Represents volume-weighted average price of sales of 410 shares of Company stock on September 27, 2018 at prices ranging from

(4) \$392.00 to \$392.41. 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 September 27, 2018 at each separate price.

Represents volume-weighted average price of sales of 300 shares of Company stock on September 27, 2018 at prices ranging from

(5) \$393.41 to \$393.55. 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 September 27, 2018 at each separate price.

Represents volume-weighted average price of sales of 260 shares of Company stock on September 27, 2018 at prices ranging from

(6) \$395.18 to \$395.97. 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 September 27, 2018 at each separate price.

These shares are held in a trust for the benefit of the reporting person's immediate family members. The reporting person's spouse is

(7) trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(8) 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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