

REGENERON PHARMACEUTICALS INC

Form 4

October 29, 2014

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 *
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)
10/27/2014

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	(A) or (D)	Price
Common Stock	10/27/2014		M ⁽¹⁾		6,808	A	\$ 304.38
Common Stock	10/27/2014		F ⁽¹⁾		5,145	D	\$ 402.69
Common Stock	10/27/2014		F ⁽¹⁾		857	D	\$ 402.69
Common Stock	10/27/2014		M ⁽¹⁾		250,000	A	\$ 11.64
	10/27/2014		F ⁽¹⁾		7,226	D	285,667

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Common Stock					\$ 402.69			
Common Stock	10/27/2014	<u>F</u> (1)	125,198	D	\$ 402.69	160,469	D	
Common Stock	10/28/2014	<u>S</u> (1)	12,322	D	\$ 400.52 (2)	148,147	D	
Common Stock	10/28/2014	<u>S</u> (1)	10,381	D	\$ 401.45 (3)	137,766	D	
Common Stock	10/28/2014	<u>S</u> (1)	3,318	D	\$ 402.54 (4)	134,448	D	
Common Stock	10/28/2014	<u>S</u> (1)	12,250	D	\$ 403.38 (5)	122,198	D	
Common Stock	10/28/2014	<u>S</u> (1)	2,250	D	\$ 404.46 (6)	119,948	D	
Common Stock	10/28/2014	<u>S</u> (1)	5,900	D	\$ 405.76 (7)	114,048	D	
Common Stock	10/28/2014	<u>S</u> (1)	14,052	D	\$ 406.5 (8)	99,996	D	
Common Stock	10/28/2014	<u>S</u> (1)	4,350	D	\$ 407.31 (9)	95,646	D	
Common Stock	10/28/2014	<u>S</u> (1)	2,400	D	\$ 408.62 (10)	93,246	D	
Common Stock	10/28/2014	<u>S</u> (1)	1,789	D	\$ 409.43 (11)	91,457	D	
Common Stock	10/28/2014	<u>S</u> (1)	100	D	\$ 410	91,357	D	
Common Stock						5,650	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)

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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 of Underlying Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 11.64	10/27/2014		M ⁽¹⁾			250,000	⁽¹²⁾	12/19/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 304.38	10/27/2014		M ⁽¹⁾			6,808	03/18/2014	12/15/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 402.69	10/27/2014		A		7,226		04/27/2015 ⁽¹⁾	12/19/2015	Common 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

/s/**Leonard S.
Schleifer 10/29/2014

____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 12,322 shares of Company stock on October 28, 2014 at prices ranging from \$400.20 to \$400.98. 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 October 28, 2014 at each separate price.

(3) Represents volume-weighted average price of sales of 10,381 shares of Company stock on October 28, 2014 at prices ranging from \$401.00 to \$401.97. 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 October 28, 2014 at each separate price.

(4) Represents volume-weighted average price of sales of 3,318 shares of Company stock on October 28, 2014 at prices ranging from \$402.06 to \$402.99. 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 October 28, 2014 at each separate price.

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- (5) Represents volume-weighted average price of sales of 12,250 shares of Company stock on October 28, 2014 at prices ranging from \$403.00 to \$403.91. 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 October 28, 2014 at each separate price.
- (6) Represents volume-weighted average price of sales of 2,250 shares of Company stock on October 28, 2014 at prices ranging from \$404.00 to \$404.99. 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 October 28, 2014 at each separate price.
- (7) Represents volume-weighted average price of sales of 5,900 shares of Company stock on October 28, 2014 at prices ranging from \$405.23 to \$405.97. 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 October 28, 2014 at each separate price.
- (8) Represents volume-weighted average price of sales of 14,052 shares of Company stock on October 28, 2014 at prices ranging from \$406.02 to \$406.99. 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 October 28, 2014 at each separate price.
- (9) Represents volume-weighted average price of sales of 4,350 shares of Company stock on October 28, 2014 at prices ranging from \$407.00 to \$407.97. 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 October 28, 2014 at each separate price.
- (10) Represents volume-weighted average price of sales of 2,400 shares of Company stock on October 28, 2014 at prices ranging from \$408.35 to \$408.94. 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 October 28, 2014 at each separate price.
- (11) Represents volume-weighted average price of sales of 1,789 shares of Company stock on October 28, 2014 at prices ranging from \$409.10 to \$409.99. 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 October 28, 2014 at each separate price.
- (12) The stock option award vests in four 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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