

REGENERON PHARMACEUTICALS INC

Form 4

February 18, 2015

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 *
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)
02/13/2015

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 Strategy Investor Relation

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/13/2015		M ⁽¹⁾		7,500	A \$ 24	26,100 D
Common Stock	02/13/2015		F ⁽¹⁾		447	D \$ 402.05	25,653 D
Common Stock	02/13/2015		F ⁽¹⁾		3,361	D \$ 402.05	22,292 D
Common Stock	02/17/2015		S ⁽¹⁾		100	D \$ 401.54	22,192 D
	02/17/2015		S ⁽¹⁾		300	D	21,892 D

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Common Stock					\$ 402.51 (2)			
Common Stock	02/17/2015	S(1)	600	D	\$ 403.72 (3)	21,292	D	
Common Stock	02/17/2015	S(1)	1,692	D	\$ 404.55 (4)	19,600	D	
Common Stock	02/17/2015	S(1)	900	D	\$ 405.56 (5)	18,700	D	
Common Stock	02/17/2015	S(1)	100	D	\$ 406.24	18,600	D	
Common Stock						376	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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 24	02/13/2015		M <u>(1)</u>	7,500	<u>(6)</u>	03/22/2020	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Reporting Owners

Aberman Michael S
777 OLD SAW MILL RIVER ROAD
TARRYTOWN, NY 10591

SVP
Strategy
Investor
Relation

Signatures

/s/**Michael S.
Aberman

02/18/2015

__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 300 shares of Company stock on February 17, 2015 at prices ranging from \$402.27 to \$402.64. 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 February 17, 2015 at each separate price.

(3) Represents volume-weighted average price of sales of 600 shares of Company stock on February 17, 2015 at prices ranging from \$403.24 to \$403.98. 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 February 17, 2015 at each separate price.

(4) Represents volume-weighted average price of sales of 1,692 shares of Company stock on February 17, 2015 at prices ranging from \$404.21 to \$404.90. 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 February 17, 2015 at each separate price.

(5) Represents volume-weighted average price of sales of 900 shares of Company stock on February 17, 2015 at prices ranging from \$405.09 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 February 17, 2015 at each separate price.

(6) 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.

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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