

REGENERON PHARMACEUTICALS INC
 Form 4
 February 25, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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)
 02/23/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ 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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/23/2015 | | M ⁽¹⁾ | | 7,500 A \$ 30.63 | 26,100 | D |
| Common Stock | 02/23/2015 | | F ⁽¹⁾ | | 536 D \$ 427.94 | 25,564 | D |
| Common Stock | 02/23/2015 | | F ⁽¹⁾ | | 3,590 D \$ 427.94 | 21,974 | D |
| Common Stock | 02/24/2015 | | S ⁽¹⁾ | | 600 D \$ 416.31 | 21,374 | D |

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| | | | | | | | | |
|--------------|------------|-------------------------|-------|---|----------------------------|--------|---|----------------|
| Common Stock | 02/24/2015 | <u>S</u> ⁽¹⁾ | 471 | D | \$ 417.23 <u>(3)</u> | 20,903 | D | |
| Common Stock | 02/24/2015 | <u>S</u> ⁽¹⁾ | 800 | D | \$ 418.33 <u>(4)</u> | 20,103 | D | |
| Common Stock | 02/24/2015 | <u>S</u> ⁽¹⁾ | 1,103 | D | \$ 419.52 <u>(5)</u> | 19,000 | D | |
| Common Stock | 02/24/2015 | <u>S</u> ⁽¹⁾ | 400 | D | \$ 420.64 <u>(6)</u> | 18,600 | 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.

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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 30.63 | 02/23/2015 | | <u>M</u> ⁽¹⁾ | 7,500 | <u>(7)</u> 12/14/2020 | Common Stock 7,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Aberman Michael S 777 OLD SAW MILL RIVER ROAD | | | SVP Strategy | |

TARRYTOWN, NY 10591

Investor
Relation

Signatures

/s/**Michael S.
Aberman

02/25/2015

**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 600 shares of Company stock on February 24, 2015 at prices ranging from \$416.01 to \$416.83. 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 24, 2015 at each separate price.
- (3) Represents volume-weighted average price of sales of 471 shares of Company stock on February 24, 2015 at prices ranging from \$417.08 to \$417.54. 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 February 24, 2015 at each separate price.
- (4) Represents volume-weighted average price of sales of 800 shares of Company stock on February 24, 2015 at prices ranging from \$418.07 to \$418.82. 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 24, 2015 at each separate price.
- (5) Represents volume-weighted average price of sales of 1,103 shares of Company stock on February 24, 2015 at prices ranging from \$419.00 to \$419.96. 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 February 24, 2015 at each separate price.
- (6) Represents volume-weighted average price of sales of 400 shares of Company stock on February 24, 2015 at prices ranging from \$420.30 to \$420.97. 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 24, 2015 at each separate price.
- (7) 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. 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.