

VAGELOS P ROY
Form 4
August 18, 2017

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 *
VAGELOS P ROY

(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)
08/16/2017

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)
Chairman of the Board

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	08/16/2017		G	V 84,613 D \$ 0	329,543	D	
Common Stock	08/16/2017		M	153,969 A \$ 21.92	483,512	D	
Common Stock	08/16/2017		F	7,159 D \$ 471.41	476,353	D	
Common Stock	08/16/2017		F	75,406 D \$ 471.41	400,947	D	
	08/16/2017		S	10,986 D	389,961	D	

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Common Stock					\$ 470.17 <u>(1)</u>			
Common Stock	08/17/2017	S	1,305	D	\$ 470 <u>(2)</u>	388,656	D	
Common Stock	08/18/2017	S	2,900	D	\$ 470.15 <u>(3)</u>	385,756	D	
Common Stock	07/03/2017	G	V 422	D	\$ 0	150,285	I	by CLAT
Common Stock						2,300	I	By 401(k) Plan
Common Stock						83,652	I	by Spouse as Trustee
Common Stock						1,203	I	by trust for grandch <u>(4)</u>

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Non-Qualified Stock Option (right to buy)	\$ 21.92	08/16/2017		M	153,969	<u>(5)</u>	12/17/2017	Common Stock	15

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VAGELOS P ROY
777 OLD SAW MILL RIVER ROAD
TARRYTOWN, NY 10591

X

Chairman of the Board

Signatures

/s/**P. Roy

Vagelos

08/18/2017

__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) Represents volume-weighted average price of sales of 10,986 shares of Company stock on August 16, 2017 at prices ranging from \$470.00 to \$470.95. 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 August 16, 2017 at each separate price.
 - (2) Represents volume-weighted average price of sales of 1,305 shares of Company stock on August 17, 2017 at prices ranging from \$470.00 to \$470.03. 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 August 17, 2017 at each separate price.
 - (3) Represents volume-weighted average price of sales of 2,900 shares of Company stock on August 18, 2017 at prices ranging from \$470.00 to \$470.54. 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 August 18, 2017 at each separate price.
 - (4) By a trust for the benefit of certain grandchildren of the reporting person, of which the reporting person and/or the spouse of the reporting person is trustee.
 - (5) The stock option award (combined incentive stock option and non-qualified stock option) 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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