

REGENERON PHARMACEUTICALS INC
 Form 4
 November 15, 2012

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 *
GOLDBERG MURRAY A

(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)
 11/13/2012

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)
 SVP Finance and Admin CFO Trea

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/13/2012 | | M ⁽¹⁾ | 4,745 A | \$ 65.76 | 95,259 | D |
| Common Stock | 11/13/2012 | | F ⁽¹⁾ | 2,128 D | \$ 146.6 | 93,131 | D |
| Common Stock | 11/13/2012 | | F ⁽¹⁾ | 1,205 D | \$ 146.6 | 91,926 | D |
| Common Stock | 11/13/2012 | | M ⁽¹⁾ | 3,431 A | \$ 8.5 | 95,357 | D |
| | 11/13/2012 | | F ⁽¹⁾ | 198 D | \$ 146.6 | 95,159 | D |

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| | | | | | | | | | |
|--------------|------------|--|------------------|-------|---|-----------------------------|--------|---|----------------|
| Common Stock | | | | | | | | | |
| Common Stock | 11/13/2012 | | F ⁽¹⁾ | 1,489 | D | \$ 146.6 | 93,670 | | D |
| Common Stock | 11/13/2012 | | S ⁽¹⁾ | 200 | D | \$ 144.36 | 93,470 | | D |
| Common Stock | 11/13/2012 | | S ⁽¹⁾ | 300 | D | \$ 145.65 ⁽²⁾ | 93,170 | | D |
| Common Stock | 11/13/2012 | | S ⁽¹⁾ | 1,400 | D | \$ 146.58 ⁽³⁾ | 91,770 | | D |
| Common Stock | 11/13/2012 | | S ⁽¹⁾ | 3,845 | D | \$ 147.62 ⁽⁴⁾ | 87,925 | | D |
| Common Stock | 11/13/2012 | | S ⁽¹⁾ | 792 | D | \$ 148.05 ⁽⁵⁾ | 87,133 | | D |
| Common Stock | 11/14/2012 | | S ⁽¹⁾ | 1,556 | D | \$ 147.65 ⁽⁶⁾ | 85,577 | | D |
| Common Stock | 11/14/2012 | | S ⁽¹⁾ | 900 | D | \$ 148.65 ⁽⁷⁾ | 84,677 | | D |
| Common Stock | 11/14/2012 | | S ⁽¹⁾ | 700 | D | \$ 149.18 ⁽⁸⁾ | 83,977 | | D |
| Common Stock | | | | | | | 5,560 | 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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
|---|----------|---|------------|-----|------------------|-----------------|------------|----------------------------|--------------|-----|
| Non-Qualified Stock Option (right to buy) | \$ 8.5 | | 11/13/2012 | | <u>M(1)</u> | 3,431 | <u>(9)</u> | 12/20/2012 | Common Stock | 3,4 |
| Non-Qualified Stock Option (right to buy) | \$ 65.76 | | 11/13/2012 | | <u>M(1)</u> | 4,745 | 09/06/2011 | 12/20/2012 | Common Stock | 4,7 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDBERG MURRAY A 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591 | | | SVP Finance and Admin CFO Treas | |

Signatures

By: /s/**Douglas McCorkle For: /s/**Murray A. Goldberg

11/15/2012

__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 November 13, 2012 at prices ranging from \$145.47 to \$145.76. 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 November 13, 2012 at each separate price.

(2) Represents volume-weighted average price of sales of 1,400 shares of Company stock on November 13, 2012 at prices ranging from \$146.00 to \$146.96. 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 November 13, 2012 at each separate price.

(3) Represents volume-weighted average price of sales of 3,845 shares of Company stock on November 13, 2012 at prices ranging from \$147.00 to \$147.97. 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 November 13, 2012 at each separate price.

(4) Represents volume-weighted average price of sales of 792 shares of Company stock on November 13, 2012 at prices ranging from \$148.00 to \$148.12. 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 November 13, 2012 at each separate price.

(5) Represents volume-weighted average price of sales of 1,556 shares of Company stock on November 14, 2012 at prices ranging from \$147.27 to \$147.91. 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 November 14, 2012 at each separate price.

(6) Represents volume-weighted average price of sales of 900 shares of Company stock on November 14, 2012 at prices ranging from \$148.19 to \$148.97. 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 November 14, 2012 at each separate price.

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- Represents volume-weighted average price of sales of 700 shares of Company stock on November 14, 2012 at prices ranging from
- (8) \$149.04 to \$149.54. 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 November 14, 2012 at each separate price.
 - (9) The option became exercisable with respect to all shares underlying the option upon the satisfaction by the company of certain performance criteria on February 10, 2012.
 - (10) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are not applicable in this case.

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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