

REGENERON PHARMACEUTICALS INC

Form 4

December 11, 2015

**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 \*  
**BROWN 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)  
**12/10/2015**

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)

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. 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 (A) or (D) Price			
Common Stock	12/10/2015		<u>M</u> <sup>(1)</sup>	3,000 A \$ 177.82	3,000	D	
Common Stock	12/10/2015		<u>S</u> <sup>(1)</sup>	100 D \$ 543.55	2,900	D	
Common Stock	12/10/2015		<u>S</u> <sup>(1)</sup>	100 D \$ 544.03	2,800	D	
Common Stock	12/10/2015		<u>S</u> <sup>(1)</sup>	598 D \$ 545.41	2,202	D	

(2)

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Common Stock	12/10/2015	<u>S</u> <sup>(1)</sup>	1,003	D	\$ 546.36 <u>(3)</u>	1,199	D	
Common Stock	12/10/2015	<u>S</u> <sup>(1)</sup>	1,199	D	\$ 547.5 <u>(4)</u>	0	D	
Common Stock						18,349	I	by Trust

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)
Non-Qualified Stock Option (right to buy)	\$ 177.82	12/10/2015		<u>M</u> <sup>(1)</sup>	3,000	<u>(5)</u> 01/02/2023	Common Stock 3,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

BROWN MICHAEL S  
777 OLD SAW MILL RIVER ROAD X  
TARRYTOWN, NY 10591

## Signatures

/s/\*\*Michael S.  
Brown 12/10/2015

\*\*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 598 shares of Company stock on December 10, 2015 at prices ranging from

(2) \$545.01 to \$545.63. 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 December 10, 2015 at each separate price.

Represents volume-weighted average price of sales of 1,003 shares of Company stock on December 10, 2015 at prices ranging from

(3) \$546.00 to \$546.97. 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 December 10, 2015 at each separate price.

Represents volume-weighted average price of sales of 1,199 shares of Company stock on December 10, 2015 at prices ranging from

(4) \$547.00 to \$547.79. 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 December 10, 2015 at each separate price.

(5) The stock option becomes exercisable in three 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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