

ALEXION PHARMACEUTICALS INC

Form 4

February 08, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wagner Heidi L

(Last) (First) (Middle)

C/O ALEXION
PHARMACEUTICALS, INC., 100
COLLEGE STREET

(Street)

NEW HAVEN, CT 06510

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

ALEXION PHARMACEUTICALS
INC [ALXN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2016

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, Global Government Affairs

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.0001 per share	02/04/2016		S	166 ⁽¹⁾ D	\$ 143.81 ⁽²⁾ 25,750	D	
Common Stock, par value \$.0001 per share	02/04/2016		S	3 ⁽¹⁾ D	\$ 145.4 ⁽³⁾ 25,747	D	

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Common Stock, par value \$.0001 per share	02/04/2016	A	6,129 <u>(4)</u>	A	\$ 0	31,876	D
Common Stock, par value \$.0001 per share	02/05/2016	S	200 <u>(5)</u>	D	\$ 145.46 <u>(3)</u>	31,676	D
Common Stock, par value \$.0001 per share	02/05/2016	S	100 <u>(5)</u>	D	\$ 144.56 <u>(6)</u>	31,576	D
Common Stock, par value \$.0001 per share	02/05/2016	S	220 <u>(5)</u>	D	\$ 143.31 <u>(2)</u>	31,356	D
Common Stock, par value \$.0001 per share	02/05/2016	S	200 <u>(5)</u>	D	\$ 142.11 <u>(7)</u>	31,156	D
Common Stock, par value \$.0001 per share	02/05/2016	S	277 <u>(5)</u>	D	\$ 141.55 <u>(8)</u>	30,879	D
Common Stock, par value \$.0001 per share	02/08/2016	S	250 <u>(1)</u>	D	\$ 138.02 <u>(9)</u>	30,629	D
Common Stock, par value \$.0001 per share	02/08/2016	S	28 <u>(5)</u>	D	\$ 139.84 <u>(10)</u>	30,601	D
Common Stock, par value \$.0001 per share	02/08/2016	S	664 <u>(5)</u>	D	\$ 138.02 <u>(9)</u>	29,937	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wagner Heidi L C/O ALEXION PHARMACEUTICALS, INC. 100 COLLEGE STREET NEW HAVEN, CT 06510	SVP, Global Government Affairs

Signatures

/s/ Michael V. Greco, Attorney-in-fact for Heidi L.
Wagner

02/08/2016

____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) This sale was made to cover withholding taxes immediately following the vesting of previously granted Restricted Stock Units.

(2) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$143.00 - \$143.99. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.

(3) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$145.00 - \$145.99. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.

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- (4) On February 4, 2016, the Leadership and Compensation Committee determined that the reporting person earned 6,129 Performance Share Units upon achievement of certain performance targets previously established by the Committee. 1/3 of such shares vested on February 4, 2016 and 1/3 vest on each subsequent anniversary.
- (5) This sale was made to cover withholding taxes immediately following the vesting of previously granted Performance Stock Units.
- (6) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$144.00 - \$144.99. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.
- (7) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$142.00 - \$142.99. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.
- (8) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$141.00 - \$141.99. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.
- (9) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$138.00 - \$138.99. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.
- (10) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$139.00 - \$139.99. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.

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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