

STAHL NEIL  
Form 4  
February 06, 2006

**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 \*  
STAHL NEIL

2. Issuer Name and Ticker or Trading Symbol  
REGENERON  
PHARMACEUTICALS INC  
[REGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
SVP, PreclinDevel & Biomol Sci

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/03/2006

777 OLD SAW MILL RIVER ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

TARRYTOWN, NY 10591

(City) (State) (Zip)

**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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/03/2006		M <sup>(1)</sup>	A	\$ 7.41	19,127	D
Common Stock	02/03/2006		S <sup>(1)</sup>	D	\$ 15.86	3,127	D
Common Stock	02/03/2006		M <sup>(1)</sup>	A	\$ 7.41	27,127	D
Common Stock	02/03/2006		F <sup>(1)</sup>	D	\$ 16.4	16,284	D
	02/03/2006		F <sup>(1)</sup>	D	\$ 16.4	11,726	D

Common Stock							
Common Stock	02/06/2006	S <sup>(1)</sup>	7,199	D	\$ 16	4,527	D
Common Stock	02/06/2006	S <sup>(1)</sup>	500	D	\$ 16.01	4,027	D
Common Stock	02/06/2006	S <sup>(1)</sup>	200	D	\$ 16.02	3,827	D
Common Stock	02/06/2006	S <sup>(1)</sup>	500	D	\$ 16.21	3,327	D
Common Stock	02/06/2006	S <sup>(1)</sup>	100	D	\$ 16.22	3,227	D
Common Stock	02/06/2006	S <sup>(1)</sup>	100	D	\$ 16.23	3,127	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 7.41	02/03/2006		M <sup>(1)</sup>	16,000	<sup>(2)</sup>	01/04/2009	Common Stock	16,000
Non-Qualified Stock Option (right to buy)	\$ 7.41	02/03/2006		M <sup>(1)</sup>	24,000	<sup>(2)</sup>	01/04/2009	Common Stock	24,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director                      10% Owner                      Officer                      Other

STAHL NEIL  
777 OLD SAW MILL RIVER ROAD  
TARRYTOWN, NY 10591

SVP,  
PreclinDevel &  
Biomol Sci

## Signatures

/s/\*\*Neil Stahl                      02/06/2006

\_\_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).
  - (2) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is 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. 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.