

REGENERON PHARMACEUTICALS INC
 Form 4
 November 08, 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 *
 SCHLEIFER LEONARD S

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)
 Chief Exec Officer & President

(Last) (First) (Middle)
 777 OLD SAW MIL RIVER ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/06/2006

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)
			Code	V	Amount	Price	
Common Stock	11/06/2006		M ⁽¹⁾		27,370	A \$ 9.5	89,035 D
Common Stock	11/06/2006		F ⁽¹⁾		11,685	D \$ 22.25	77,350 D
Common Stock	11/06/2006		F ⁽¹⁾		5,301	D \$ 22.25	72,049 D
Common Stock	11/06/2006		M ⁽¹⁾		122,630	A \$ 8.625	194,679 D
Common Stock	11/06/2006		F ⁽¹⁾		47,535	D \$ 22.25	147,144 D

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Common Stock	11/06/2006	<u>F(1)</u>	31,493	D	\$ 22.25	115,651	D	
Common Stock	11/07/2006	<u>S(1)</u>	781	D	\$ 23	114,870	D	
Common Stock	11/07/2006	<u>S(1)</u>	700	D	\$ 23.01	114,170	D	
Common Stock	11/07/2006	<u>S(1)</u>	7	D	\$ 23.02	114,163	D	
Common Stock	11/07/2006	<u>S(1)</u>	300	D	\$ 23.03	113,863	D	
Common Stock	11/07/2006	<u>S(1)</u>	100	D	\$ 23.04	113,763	D	
Common Stock	11/07/2006	<u>S(1)</u>	400	D	\$ 23.06	113,363	D	
Common Stock	11/07/2006	<u>S(1)</u>	99	D	\$ 23.08	113,264	D	
Common Stock	11/07/2006	<u>S(1)</u>	8,600	D	\$ 23.095	104,664	D	
Common Stock	11/07/2006	<u>S(1)</u>	16,400	D	\$ 23.11	88,264	D	
Common Stock	11/07/2006	<u>S(1)</u>	23,600	D	\$ 23.145	64,664	D	
Common Stock	11/07/2006	<u>S(1)</u>	1,799	D	\$ 23.15	62,865	D	
Common Stock	11/07/2006	<u>S(1)</u>	700	D	\$ 23.2	62,165	D	
Common Stock	11/07/2006	<u>S(1)</u>	100	D	\$ 23.21	62,065	D	
Common Stock	11/07/2006	<u>S(1)</u>	200	D	\$ 23.22	61,865	D	
Common Stock	11/07/2006	<u>S(1)</u>	100	D	\$ 23.23	61,765	D	
Common Stock	11/07/2006	<u>S(1)</u>	100	D	\$ 23.25	61,665	D	
Common Stock						900	I	by Son
Common Stock						900	I	by Son 2

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

Persons who respond to the collection of information contained in this form are not

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required to respond unless the form displays a currently valid OMB control number.

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)	8. Amount and Value of Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 8.625	11/06/2006		M ⁽¹⁾	122,630	⁽²⁾ 01/01/2008	Common Stock	1,700,000
Non-Qualified Stock Option (right to buy)	\$ 9.5	11/06/2006		M ⁽¹⁾	27,370	⁽²⁾ 02/01/2007	Common Stock	2,000,000
Class A Stock	⁽²⁾					⁽²⁾ ⁽²⁾	Common Stock	1,700,000
Class A Stock	⁽²⁾					⁽²⁾ ⁽²⁾	Common Stock	2,000,000
Class A Stock	⁽²⁾					⁽²⁾ ⁽²⁾	Common Stock	2,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLEIFER LEONARD S 777 OLD SAW MIL RIVER ROAD TARRYTOWN, NY 10591	X	X	Chief Exec Officer & President	

Signatures

/s/**Leonard S. Schleifer 11/08/2006

__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).

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(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.

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