

REGENERON PHARMACEUTICALS INC

Form 4

November 09, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STAHL NEIL

(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)
11/05/2015

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)
EVP Research and Development

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 (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)
Common Stock	05/28/2015		G	V 1,000	D \$ 0	16,405	D
Common Stock	11/05/2015		M	75,000	A \$ 30.63	97,029	D
Common Stock	11/05/2015		F	4,047	D \$ 567.63	92,982	D
Common Stock	11/05/2015		F	39,605	D \$ 567.63	53,377	D
	11/05/2015		M	25,000	A \$ 21.25	78,377	D

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Common Stock								
Common Stock	11/05/2015	F	935	D	\$ 567.63	77,442	D	
Common Stock	11/05/2015	F	13,312	D	\$ 567.63	64,130	D	
Common Stock	11/06/2015	S	9,555	D	\$ 562.37 (1)	54,575	D	
Common Stock	11/06/2015	S	8,345	D	\$ 563.43 (2)	46,230	D	
Common Stock	11/06/2015	S	2,100	D	\$ 564.19 (3)	44,130	D	
Common Stock	11/09/2015	S	9,694	D	\$ 558.37 (4)	34,436	D	
Common Stock	11/09/2015	S	1,500	D	\$ 559.26 (5)	32,936	D	
Common Stock	11/09/2015	S	3,900	D	\$ 560.31 (6)	29,036	D	
Common Stock	11/09/2015	S	500	D	\$ 561.36 (7)	28,536	D	
Common Stock	11/09/2015	S	5,607	D	\$ 562.31 (8)	22,929	D	
Common Stock	11/09/2015	S	900	D	\$ 563.41 (9)	22,029	D	
Common Stock						14,376	I	by GRAT
Common Stock						5,599	I	By 401(k) Plan
Common Stock						10,000	I	by GRAT

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

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SEC 1474
(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 21.25	11/05/2015		M		25,000		<u>(10)</u>	12/18/2019	Common Stock	25,000
Non-Qualified Stock Option (right to buy)	\$ 30.63	11/05/2015		M		75,000		<u>(11)</u>	12/14/2020	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STAHL NEIL 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591	EVP Research and Development

Signatures

/s/**Neil Stahl 11/09/2015

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) Represents volume-weighted average price of sales of 9,555 shares of Company stock on November 6, 2015 at prices ranging from \$562.00 to \$562.99. 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 6, 2015 at each separate price.
- (2) Represents volume-weighted average price of sales of 8,345 shares of Company stock on November 6, 2015 at prices ranging from \$563.00 to \$563.99. 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 6, 2015 at each separate price.
- (3) Represents volume-weighted average price of sales of 2,100 shares of Company stock on November 6, 2015 at prices ranging from \$564.00 to \$564.65. 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 6, 2015 at each separate price.

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- (4) Represents volume-weighted average price of sales of 9,694 shares of Company stock on November 9, 2015 at prices ranging from \$558.00 to \$558.99. 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 9, 2015 at each separate price.
- (5) Represents volume-weighted average price of sales of 1,500 shares of Company stock on November 9, 2015 at prices ranging from \$559.00 to \$559.87. 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 9, 2015 at each separate price.
- (6) Represents volume-weighted average price of sales of 3,900 shares of Company stock on November 9, 2015 at prices ranging from \$560.00 to \$560.99. 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 9, 2015 at each separate price.
- (7) Represents volume-weighted average price of sales of 500 shares of Company stock on November 9, 2015 at prices ranging from \$561.07 to \$561.75. 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 9, 2015 at each separate price.
- (8) Represents volume-weighted average price of sales of 5,607 shares of Company stock on November 9, 2015 at prices ranging from \$562.00 to \$562.96. 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 9, 2015 at each separate price.
- (9) Represents volume-weighted average price of sales of 900 shares of Company stock on November 9, 2015 at prices ranging from \$563.00 to \$563.65. 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 9, 2015 at each separate price.
- (10) The stock option award (combined incentive stock option and non-qualified stock option) vests in four equal annual installments, commencing one year after the date of grant.
- (11) The option became exercisable with respect to all shares underlying the option on December 31, 2013, based upon the satisfaction by the company of certain performance criteria during the period ended December 31, 2013.

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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