

REGENERON PHARMACEUTICALS INC
 Form 4
 October 29, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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

(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)
 10/27/2014

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)
 President & CEO

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. 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 or Price | | |
| Common Stock | 10/27/2014 | | M ⁽¹⁾ | | 6,808 A \$ 304.38 | 48,895 | D |
| Common Stock | 10/27/2014 | | F ⁽¹⁾ | | 5,145 D \$ 402.69 | 43,750 | D |
| Common Stock | 10/27/2014 | | F ⁽¹⁾ | | 857 D \$ 402.69 | 42,893 | D |
| Common Stock | 10/27/2014 | | M ⁽¹⁾ | | 250,000 A \$ 11.64 | 292,893 | D |
| | 10/27/2014 | | F ⁽¹⁾ | | 7,226 D | 285,667 | D |

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| | | | | | | | | |
|--------------|------------|-------------|---------|---|--------------------------|---------|---|----------------|
| Common Stock | | | | | \$ 402.69 | | | |
| Common Stock | 10/27/2014 | <u>F(1)</u> | 125,198 | D | \$ 402.69 | 160,469 | D | |
| Common Stock | 10/28/2014 | <u>S(1)</u> | 12,322 | D | \$ 400.52 <u>(2)</u> | 148,147 | D | |
| Common Stock | 10/28/2014 | <u>S(1)</u> | 10,381 | D | \$ 401.45 <u>(3)</u> | 137,766 | D | |
| Common Stock | 10/28/2014 | <u>S(1)</u> | 3,318 | D | \$ 402.54 <u>(4)</u> | 134,448 | D | |
| Common Stock | 10/28/2014 | <u>S(1)</u> | 12,250 | D | \$ 403.38 <u>(5)</u> | 122,198 | D | |
| Common Stock | 10/28/2014 | <u>S(1)</u> | 2,250 | D | \$ 404.46 <u>(6)</u> | 119,948 | D | |
| Common Stock | 10/28/2014 | <u>S(1)</u> | 5,900 | D | \$ 405.76 <u>(7)</u> | 114,048 | D | |
| Common Stock | 10/28/2014 | <u>S(1)</u> | 14,052 | D | \$ 406.5 <u>(8)</u> | 99,996 | D | |
| Common Stock | 10/28/2014 | <u>S(1)</u> | 4,350 | D | \$ 407.31 <u>(9)</u> | 95,646 | D | |
| Common Stock | 10/28/2014 | <u>S(1)</u> | 2,400 | D | \$ 408.62 <u>(10)</u> | 93,246 | D | |
| Common Stock | 10/28/2014 | <u>S(1)</u> | 1,789 | D | \$ 409.43 <u>(11)</u> | 91,457 | D | |
| Common Stock | 10/28/2014 | <u>S(1)</u> | 100 | D | \$ 410 | 91,357 | D | |
| Common Stock | | | | | | 5,650 | I | By 401(k) Plan |

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 of Underlying Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 11.64 | 10/27/2014 | | M ⁽¹⁾ | | 250,000 | ⁽¹²⁾ 12/19/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 304.38 | 10/27/2014 | | M ⁽¹⁾ | | 6,808 | 03/18/2014 12/15/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 402.69 | 10/27/2014 | | A | | 7,226 | 04/27/2015 ⁽¹⁾ 12/19/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHLEIFER LEONARD S 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591 | X | | President & CEO | |

Signatures

/s/**Leonard S.
Schleifer

10/29/2014

**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) Represents volume-weighted average price of sales of 12,322 shares of Company stock on October 28, 2014 at prices ranging from \$400.20 to \$400.98. 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 October 28, 2014 at each separate price.

(3) Represents volume-weighted average price of sales of 10,381 shares of Company stock on October 28, 2014 at prices ranging from \$401.00 to \$401.97. 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 October 28, 2014 at each separate price.

(4) Represents volume-weighted average price of sales of 3,318 shares of Company stock on October 28, 2014 at prices ranging from \$402.06 to \$402.99. 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 October 28, 2014 at each separate price.

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- (5) Represents volume-weighted average price of sales of 12,250 shares of Company stock on October 28, 2014 at prices ranging from \$403.00 to \$403.91. 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 October 28, 2014 at each separate price.
- (6) Represents volume-weighted average price of sales of 2,250 shares of Company stock on October 28, 2014 at prices ranging from \$404.00 to \$404.99. 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 October 28, 2014 at each separate price.
- (7) Represents volume-weighted average price of sales of 5,900 shares of Company stock on October 28, 2014 at prices ranging from \$405.23 to \$405.97. 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 October 28, 2014 at each separate price.
- (8) Represents volume-weighted average price of sales of 14,052 shares of Company stock on October 28, 2014 at prices ranging from \$406.02 to \$406.99. 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 October 28, 2014 at each separate price.
- (9) Represents volume-weighted average price of sales of 4,350 shares of Company stock on October 28, 2014 at prices ranging from \$407.00 to \$407.97. 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 October 28, 2014 at each separate price.
- (10) Represents volume-weighted average price of sales of 2,400 shares of Company stock on October 28, 2014 at prices ranging from \$408.35 to \$408.94. 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 October 28, 2014 at each separate price.
- (11) Represents volume-weighted average price of sales of 1,789 shares of Company stock on October 28, 2014 at prices ranging from \$409.10 to \$409.99. 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 October 28, 2014 at each separate price.
- (12) The stock option award vests in four 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. 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.