

REGENERON PHARMACEUTICALS INC

Form 4

September 02, 2011

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 *
VAGELOS P ROY

(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)
08/31/2011

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)

Chairman of the Board

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	(A) or (D)	Price		
Common Stock	08/31/2011		M ⁽¹⁾		312,500	A	\$ 28.01	452,587	D
Common Stock	08/31/2011		F ⁽¹⁾		143,587	D	\$ 60.96	309,000	D
Common Stock	08/31/2011		F ⁽¹⁾		76,458	D	\$ 60.96	232,542	D
Common Stock	09/01/2011		S ⁽¹⁾		3,500	D	\$ 60 ⁽²⁾	229,042	D
	09/02/2011		S ⁽¹⁾		35,968	D		193,074	D

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Common Stock					\$ 60.35 (3)			
Common Stock	09/02/2011	S(1)	29,529	D	\$ 61.42 (4)	163,545	D	
Common Stock	09/02/2011	S(1)	23,458	D	\$ 62.04 (5)	140,087	D	
Common Stock						2,271	I	By 401(k) Plan
Common Stock						175,056	I	by CLAT
Common Stock						94,222	I	by GRAT
Common Stock						160,000	I	by Spouse as Trustee (6)
Common Stock						1,203	I	by trust for grandch (7)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Non-Qualified Stock Option (right to buy)	\$ 28.01	08/31/2011		M	(1)	312,500	(8)	12/18/2002	12/18/2011	Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAGELOS P ROY 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591	X		Chairman of the Board	

Signatures

/s/**P. Roy

Vagelos

09/02/2011

__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).

Represents volume-weighted average price of sales of 3,500 shares of Company stock on September 1, 2011 at prices ranging from

(2) \$60.00 to \$60.03. 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 trust on September 1, 2011 at each separate price.

Represents volume-weighted average price of sales of 35,698 shares of Company stock on September 2, 2011 at prices ranging from

(3) \$60.00 to \$60.93. 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 trust on September 2, 2011 at each separate price.

Represents volume-weighted average price of sales of 29,529 shares of Company stock on September 2, 2011 at prices ranging from

(4) \$61.06 to \$61.82. 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 trust on September 2, 2011 at each separate price.

Represents volume-weighted average price of sales of 23,458 shares of Company stock on September 2, 2011 at prices ranging from

(5) \$62.01 to \$62.16. 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 trust on September 2, 2011 at each separate price.

(6) By an irrevocable trust for the benefit of grandchildren of the reporting person, of which the spouse of the reporting person is trustee.

(7) By a trust for the benefit of certain grandchildren of the reporting person, of which the reporting person and/or the spouse of the reporting person is trustee.

(8) The stock option becomes exercisable in three equal annual installments, commencing one year after the date of grant

(9) 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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