

ROBERTS WILLIAM

Form 4

September 08, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROBERTS WILLIAM

(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)
09/06/2011

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)
VP Regulatory Development and

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	09/06/2011		M <u>(1)</u>		4,512	A	\$ 11.64	71,468	D	
Common Stock	09/06/2011		F <u>(1)</u>		798	D	\$ 65.76	70,670	D	
Common Stock	09/06/2011		F <u>(1)</u>		1,344	D	\$ 65.76	69,326	D	
Common Stock	09/06/2011		M <u>(1)</u>		4,512	A	\$ 11.64	73,838	D	
	09/06/2011		F <u>(1)</u>		798	D		73,040	D	

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Common Stock					\$ 65.76		
Common Stock	09/06/2011	<u>F</u> ⁽¹⁾	1,580	D	\$ 65.76	71,460	D
Common Stock	09/06/2011	<u>M</u> ⁽¹⁾	4,513	A	\$ 11.64	75,973	D
Common Stock	09/06/2011	<u>F</u> ⁽¹⁾	798	D	\$ 65.76	75,175	D
Common Stock	09/06/2011	<u>F</u> ⁽¹⁾	1,716	D	\$ 65.76	73,459	D
Common Stock	09/06/2011	<u>M</u> ⁽¹⁾	300	A	\$ 11.64	73,759	D
Common Stock	09/06/2011	<u>S</u> ⁽¹⁾	300	D	\$ 62.76 <u>(2)</u>	73,459	D
Common Stock	09/06/2011	<u>M</u> ⁽¹⁾	200	A	\$ 11.64	73,659	D
Common Stock	09/06/2011	<u>S</u> ⁽¹⁾	200	D	\$ 63.52 <u>(3)</u>	73,459	D
Common Stock	09/06/2011	<u>M</u> ⁽¹⁾	700	A	\$ 11.64	74,159	D
Common Stock	09/06/2011	<u>S</u> ⁽¹⁾	700	D	\$ 64.43 <u>(4)</u>	73,459	D
Common Stock	09/06/2011	<u>M</u> ⁽¹⁾	3,800	A	\$ 11.64	77,259	D
Common Stock	09/06/2011	<u>S</u> ⁽¹⁾	3,800	D	\$ 65.81 <u>(5)</u>	73,459	D
Common Stock	09/06/2011	<u>M</u> ⁽¹⁾	8,578	A	\$ 11.64	82,037	D
Common Stock	09/06/2011	<u>S</u> ⁽¹⁾	8,578	D	\$ 66.42 <u>(6)</u>	73,459	D
Common Stock	09/06/2011	<u>M</u> ⁽¹⁾	1,200	A	\$ 11.64	74,659	D
Common Stock	09/06/2011	<u>S</u> ⁽¹⁾	1,200	D	\$ 67.43 <u>(7)</u>	73,459	D
Common Stock	09/06/2011	<u>M</u> ⁽¹⁾	1,685	A	\$ 11.64	75,144	D

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Common Stock	09/06/2011	S ⁽¹⁾	1,685	D	\$ 68.41 (8)	73,459	D	
Common Stock	09/07/2011	S ⁽¹⁾	400	D	\$ 67.48 (9)	73,059	D	
Common Stock	09/07/2011	S ⁽¹⁾	1,384	D	\$ 68.84 (10)	71,675	D	
Common Stock	09/07/2011	S ⁽¹⁾	1,300	D	\$ 69.56 (11)	70,375	D	
Common Stock	09/07/2011	S ⁽¹⁾	3,419	D	\$ 70.38 (12)	66,956	D	
Common Stock						1,200	I	by trust for daught
Common Stock						4,187	I	By 401(k) Plan
Common Stock						3,647	I	by Spouse

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS WILLIAM 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591			VP Regulatory Development and	

Signatures

/s/**William G.

Roberts

09/08/2011

__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 300 shares of Company stock on September 6, 2011 at prices ranging from \$62.73 to \$62.08. 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 6, 2011 at each separate price.

(2) Represents volume-weighted average price of sales of 200 shares of Company stock on September 6, 2011 at prices ranging from \$63.18 to \$63.85. 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 6, 2011 at each separate price.

(3) Represents volume-weighted average price of sales of 700 shares of Company stock on September 6, 2011 at prices ranging from \$64.07 to \$64.85. 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 6, 2011 at each separate price.

(4) Represents volume-weighted average price of sales of 3,800 shares of Company stock on September 6, 2011 at prices ranging from \$65.49 to \$65.99. 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 trust on September 6, 2011 at each separate price.

(5) Represents volume-weighted average price of sales of 8,578 shares of Company stock on September 6, 2011 at prices ranging from \$66.00 to \$66.95. 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 6, 2011 at each separate price.

(6) Represents volume-weighted average price of sales of 1,200 shares of Company stock on September 6, 2011 at prices ranging from \$67.00 to \$67.90. 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 6, 2011 at each separate price.

(7) Represents volume-weighted average price of sales of 1,685 shares of Company stock on September 6, 2011 at prices ranging from \$68.06 to \$68.84. 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 6, 2011 at each separate price.

(8) Represents volume-weighted average price of sales of 400 shares of Company stock on September 7, 2011 at prices ranging from \$67.06 to \$67.66. 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 7, 2011 at each separate price.

(9) Represents volume-weighted average price of sales of 1,384 shares of Company stock on September 7, 2011 at prices ranging from \$68.57 to \$68.97. 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 trust on September 7, 2011 at each separate price.

(10) Represents volume-weighted average price of sales of 1,300 shares of Company stock on September 7, 2011 at prices ranging from \$69.10 to \$69.97. 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 trust on September 7, 2011 at each separate price.

(11)

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Represents volume-weighted average price of sales of 3,419 shares of Company stock on September 7, 2011 at prices ranging from \$70.00 to \$70.91. 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 trust on September 7, 2011 at each separate price.

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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