

REGENERON PHARMACEUTICALS INC

Form 4

February 15, 2012

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 *
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)
02/14/2012

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	(A) or (D)	Price			
Common Stock	02/14/2012		M		234,616	A	\$ 13	390,679	D	
Common Stock	02/14/2012		F		27,475	D	\$ 111.01	363,204	D	
Common Stock	02/14/2012		F		95,429	D	\$ 111.01	267,775	D	
Common Stock	02/14/2012		M		250,000	A	\$ 19.43	517,775	D	
	02/14/2012		F		43,757	D		474,018	D	

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Common Stock					\$ 111.01			
Common Stock	02/14/2012	F	95,016	D	\$ 111.01	379,002	D	
Common Stock	02/14/2012	M	15,384	A	\$ 13	394,386	D	
Common Stock	02/14/2012	F	1,801	D	\$ 111.01	392,585	D	
Common Stock	02/15/2012	F	6,257	D	\$ 111.01	386,328	D	
Common Stock						84,773	I	by GRAT
Common Stock						5,416	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 and Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 13	02/14/2012		M			234,616	<u>(1)</u>	12/15/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13	02/14/2012		M			15,384	<u>(1)</u>	12/15/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.43	02/14/2012		M			250,000	<u>(1)</u>	12/20/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 111.01	02/14/2012		A		43,757		08/14/2012	12/20/2012	Common Stock
	\$ 111.01	02/14/2012		A		1,801		08/14/2012	12/15/2013	

Non-Qualified
Stock Option
(right to buy)

Common
Stock

Non-Qualified
Stock Option
(right to buy)

\$ 111.01

02/14/2012

A

27,475

08/14/2012

12/15/2013

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

Schleifer,
Leonard

02/15/2012

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) The stock option award vests in four equal annual installments, commencing one year after the date of grant.

(2) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are 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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