

Wagner Heidi L
 Form 4
 February 08, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Wagner Heidi L

2. Issuer Name and Ticker or Trading Symbol
 ALEXION PHARMACEUTICALS INC [ALXN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2018

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 SVP, Global Government Affairs

C/O ALEXION PHARMACEUTICALS, INC, 100 COLLEGE STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

NEW HAVEN, CT 06510

(City) (State) (Zip)

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, par value \$0.0001 per share	02/06/2018		A		14,577 <u>(1)</u>	A	\$ 0 47,212
Common Stock, par value \$0.0001 per share	02/06/2018		A		4,400 <u>(2)</u>	A	\$ 0 51,612

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Common
 Stock, par
 value 02/08/2018 S 1,774 D \$ 116.31 49,838 D
 \$.0001 per
 share (3) (4)

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

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wagner Heidi L C/O ALEXION PHARMACEUTICALS, INC 100 COLLEGE STREET NEW HAVEN, CT 06510			SVP, Global Government Affairs	

Signatures

/s/ Michael V. Greco, Attorney-in-fact for Heidi Wagner 02/08/2018
 **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)

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On February 6, 2018, the Leadership and Compensation Committee determined that the reporting person earned 14,577 Performance Share Units upon achievement of certain performance targets previously established by the Committee. 1/3 of such shares vested on February 6, 2018 and 1/3 vest on each subsequent anniversary.

On February 6, 2018, the Leadership and Compensation Committee determined that the reporting person earned 4,400 Performance Share

(2) Units upon achievement of certain performance targets previously established by the Committee. 1/4 of such shares vested on February 6, 2018 and 1/4 vest on each subsequent anniversary.

(3) This sale was made to cover withholding taxes immediately following the vesting of previously granted Performance Stock Units.

This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$116.00 - \$116.99. The price reported in

(4) this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each 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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