

ALEXION PHARMACEUTICALS INC  
 Form 4  
 August 05, 2015

**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 \*  
 MACKAY MARTIN

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)  
 C/O ALEXION PHARMACEUTICALS, INC, 352 KNOTTER DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/03/2015

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Other (specify below)  
 EVP & Global Head of R&D

CHESHIRE, CT 06410  
 (City) (State) (Zip)

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

**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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock, par value \$0.0001 per share | 08/03/2015                           |  | M                              |   | 28,125 A \$ 104.86  | 61,018   | D                                 |
| Common Stock, par value \$0.0001 per share | 08/03/2015                           |  | M                              |   | 15,375 A \$ 176.8   | 76,393   | D                                 |

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|                               |            |   |        |   |              |        |   |
|-------------------------------|------------|---|--------|---|--------------|--------|---|
| Common<br>Stock, par<br>value | 08/03/2015 | S | 17,100 | D | \$<br>197.24 | 59,293 | D |
| \$\$.0001 per<br>share        |            |   |        |   | <u>(1)</u>   |        |   |

|                               |            |   |        |   |              |        |   |
|-------------------------------|------------|---|--------|---|--------------|--------|---|
| Common<br>Stock, par<br>value | 08/03/2015 | S | 17,518 | D | \$<br>196.48 | 41,775 | D |
| \$\$.0001 per<br>share        |            |   |        |   | <u>(2)</u>   |        |   |

|                               |            |   |       |   |              |        |   |
|-------------------------------|------------|---|-------|---|--------------|--------|---|
| Common<br>Stock, par<br>value | 08/03/2015 | S | 8,882 | D | \$<br>195.19 | 32,893 | D |
| \$\$.0001 per<br>share        |            |   |       |   | <u>(3)</u>   |        |   |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |   |                                     |
|---|--|---|---|--------------------------------------|--|--|---|---|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of Shares |
| Option to<br>Purchase<br>Common<br>Stock            | \$ 104.86  | 08/03/2015                              |   | M                                    | 28,125   | 05/13/2014   | 05/13/2023  | Common<br>Stock, par<br>value<br>\$.0001<br>per share | 28,125                              |
| Option to<br>Purchase<br>Common<br>Stock            | \$ 176.8   | 08/03/2015                              |   | M                                    | 15,375   | 02/28/2015   | 02/28/2024  | Common<br>Stock, par<br>value<br>\$.0001<br>per share | 15,375                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| MACKAY MARTIN<br>C/O ALEXION PHARMACEUTICALS, INC<br>352 KNOTTER DRIVE<br>CHESHIRE, CT 06410 |               |           | EVP & Global Head of R&D |       |

## Signatures

/s/ Michael Greco, Attorney-in-Fact for Martin

Mackay

08/05/2015

\_\_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) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$197.00 - \$197.99. The price reported in 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.

(2) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$196.00 - \$196.99. The price reported in 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.

(3) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$195.00 - \$195.99. The price reported in 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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