

REGENERON PHARMACEUTICALS INC

Form 4

March 19, 2015

**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 \*  
Aberman Michael 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)  
03/17/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
SVP Strategy Investor Relation

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                   | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                                |
| Common<br>Stock                       | 03/17/2015                              |                                                             | M                                       |                                                                     | 3,898                                                                                                              | A \$ 24                                                              | 22,498 D                                                                       |
| Common<br>Stock                       | 03/17/2015                              |                                                             | M <sup>(1)</sup>                        |                                                                     | 7,500                                                                                                              | A \$ 24                                                              | 29,998 D                                                                       |
| Common<br>Stock                       | 03/17/2015                              |                                                             | F <sup>(1)</sup>                        |                                                                     | 393                                                                                                                | D \$<br>457.91                                                       | 29,605 D                                                                       |
| Common<br>Stock                       | 03/17/2015                              |                                                             | F <sup>(1)</sup>                        |                                                                     | 3,665                                                                                                              | D \$<br>457.91                                                       | 25,940 D                                                                       |
|                                       | 03/18/2015                              |                                                             | S <sup>(1)</sup>                        |                                                                     | 400                                                                                                                | D                                                                    | 25,540 D                                                                       |

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|              |            |      |       |   |                  |        |   |                |
|--------------|------------|------|-------|---|------------------|--------|---|----------------|
| Common Stock |            |      |       |   | \$ 462.84<br>(2) |        |   |                |
| Common Stock | 03/18/2015 | S(1) | 1,500 | D | \$ 463.6<br>(3)  | 24,040 | D |                |
| Common Stock | 03/18/2015 | S(1) | 500   | D | \$ 464.44<br>(4) | 23,540 | D |                |
| Common Stock | 03/18/2015 | S(1) | 500   | D | \$ 465.42<br>(5) | 23,040 | D |                |
| Common Stock | 03/18/2015 | S(1) | 100   | D | \$ 468.92        | 22,940 | D |                |
| Common Stock | 03/18/2015 | S(1) | 100   | D | \$ 469.68        | 22,840 | D |                |
| Common Stock | 03/18/2015 | S(1) | 142   | D | \$ 470.97        | 22,698 | D |                |
| Common Stock | 03/18/2015 | S(1) | 100   | D | \$ 471.24        | 22,598 | D |                |
| Common Stock | 03/18/2015 | S(1) | 100   | D | \$ 472.14        | 22,498 | D |                |
| Common Stock |            |      |       |   |                  | 407    | 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 Amount of Underlying Security (Instr. 3 and 4) | 8. Date Exercisable | 9. Expiration Date | 10. Title | 11. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|---------------------|--------------------|-----------|--------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               |                                                          |                                                             |                     |                    |           |                                |

|                                                 |       |            |                  |       |            |            |                 |      |
|-------------------------------------------------|-------|------------|------------------|-------|------------|------------|-----------------|------|
| Incentive<br>Stock Option<br>(right to buy)     | \$ 24 | 03/17/2015 | M                | 3,898 | <u>(6)</u> | 03/22/2020 | Common<br>Stock | 3,89 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 24 | 03/17/2015 | M <sup>(1)</sup> | 7,500 | <u>(6)</u> | 03/22/2020 | Common<br>Stock | 7,50 |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |                                         |       |
|-------------------------------------------------------------------------|---------------|-----------|-----------------------------------------|-------|
|                                                                         | Director      | 10% Owner | Officer                                 | Other |
| Aberman Michael S<br>777 OLD SAW MILL RIVER ROAD<br>TARRYTOWN, NY 10591 |               |           | SVP<br>Strategy<br>Investor<br>Relation |       |

## Signatures

/s/\*\*Michael S. Aberman 03/19/2015

  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) Disposition/acquisition made pursuant to a plan intended to comply with Rule 10b5-1(c).

Represents volume-weighted average price of sales of 400 shares of Company stock on March 18, 2015 at prices ranging from \$462.69 to

(2) \$462.97. 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 reporting person on March 18, 2015 at each separate price.

Represents volume-weighted average price of sales of 1,500 shares of Company stock on March 18, 2015 at prices ranging from \$463.24

(3) to \$463.96. 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 reporting person on March 18, 2015 at each separate price.

Represents volume-weighted average price of sales of 500 shares of Company stock on March 18, 2015 at prices ranging from \$464.11 to

(4) \$464.95. 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 reporting person on March 18, 2015 at each separate price.

Represents volume-weighted average price of sales of 500 shares of Company stock on March 18, 2015 at prices ranging from \$465.02 to

(5) \$465.75. 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 reporting person on March 18, 2015 at each separate price.

The stock option award (combined incentive stock option and non-qualified stock option) vests over five years, commencing one year

(6) after the date of grant. 12,500 options vest on the first anniversary, 25,000 options vest on the second anniversary, 25,000 options vest on the third anniversary, 25,000 options vest on the fourth anniversary, and 12,500 options vest on the fifth anniversary of the date of grant.

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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