

REGENERON PHARMACEUTICALS INC
 Form 4
 August 17, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
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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 *
 Powchik Peter

(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)
 08/13/2015

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)
 SVP Clinical Development & Reg

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	08/13/2015		M		10,000	A	\$ 270.43
Common Stock	08/13/2015		F		4,667	D	\$ 579.35
Common Stock	08/13/2015		F		2,749	D	\$ 579.35
Common Stock	08/13/2015		M		14,625	A	\$ 179.13
	08/13/2015		F		4,521	D	28,509

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Common Stock					\$ 579.35		
Common Stock	08/13/2015	F	5,210	D	\$ 579.35	23,299	D
Common Stock	08/13/2015	M	23,000	A	\$ 52.03	46,299	D
Common Stock	08/13/2015	F	2,065	D	\$ 579.35	44,234	D
Common Stock	08/13/2015	F	10,795	D	\$ 579.35	33,439	D
Common Stock	08/13/2015	M	8,000	A	\$ 52.03	41,439	D
Common Stock	08/13/2015	F	718	D	\$ 579.35	40,721	D
Common Stock	08/13/2015	F	3,755	D	\$ 579.35	36,966	D
Common Stock	08/13/2015	M	4,736	A	\$ 30.63	41,702	D
Common Stock	08/13/2015	F	250	D	\$ 579.35	41,452	D
Common Stock	08/13/2015	F	2,146	D	\$ 579.35	39,306	D
Common Stock	08/14/2015	S	1,405	D	\$ 569.63 (1)	37,901	D
Common Stock	08/14/2015	S	3,603	D	\$ 570.63 (2)	34,298	D
Common Stock	08/14/2015	S	5,598	D	\$ 571.54 (3)	28,700	D
Common Stock	08/14/2015	S	2,800	D	\$ 572.6 (4)	25,900	D
Common Stock	08/14/2015	S	2,717	D	\$ 573.64 (5)	23,183	D
Common Stock	08/14/2015	S	900	D	\$ 574.75 (6)	22,283	D
Common Stock	08/14/2015	S	700	D	\$ 575.47 (7)	21,583	D

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Common Stock	08/14/2015	S	2,004	D	\$ <u>(8)</u>	19,579	D	
Common Stock	08/14/2015	S	2,258	D	\$ <u>(9)</u>	17,321	D	
Common Stock	08/14/2015	S	1,500	D	\$ <u>(10)</u>	15,821	D	
Common Stock						12,890	I	by GRAT
Common Stock						1,652	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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(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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 30.63	08/13/2015		M	4,736	<u>(11)</u> 12/14/2020	Common Stock	4,736
Non-Qualified Stock Option (right to buy)	\$ 52.03	08/13/2015		M	23,000	<u>(12)</u> 12/16/2021	Common Stock	23,000
Non-Qualified Stock Option (right to buy)	\$ 52.03	08/13/2015		M	8,000	<u>(11)</u> 12/16/2021	Common Stock	8,000
Non-Qualified Stock Option (right to buy)	\$ 179.13	08/13/2015		M	14,625	<u>(13)</u> 12/14/2022	Common Stock	14,625

Non-Qualified Stock Option (right to buy)	\$ 270.43	08/13/2015	M	10,000	<u>(13)</u>	12/13/2023	Common Stock	10,0
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Powchik Peter 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591			SVP Clinical Development & Reg	

Signatures

/s/**Peter
Powchik

08/17/2015

**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) Represents volume-weighted average price of sales of 1,405 shares of Company stock on August 14, 2015 at prices ranging from \$569.11 to \$570.09. 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 August 14, 2015 at each separate price.
 - (2) Represents volume-weighted average price of sales of 3,603 shares of Company stock on August 14, 2015 at prices ranging from \$570.15 to \$571.09. 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 August 14, 2015 at each separate price.
 - (3) Represents volume-weighted average price of sales of 5,598 shares of Company stock on August 14, 2015 at prices ranging from \$571.14 to \$572.01. 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 August 14, 2015 at each separate price.
 - (4) Represents volume-weighted average price of sales of 2,800 shares of Company stock on August 14, 2015 at prices ranging from \$572.23 to \$573.06. 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 August 14, 2015 at each separate price.
 - (5) Represents volume-weighted average price of sales of 2,717 shares of Company stock on August 14, 2015 at prices ranging from \$573.15 to \$574.09. 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 August 14, 2015 at each separate price.
 - (6) Represents volume-weighted average price of sales of 900 shares of Company stock on August 14, 2015 at prices ranging from \$574.20 to \$575.10. 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 August 14, 2015 at each separate price.
 - (7) Represents volume-weighted average price of sales of 700 shares of Company stock on August 14, 2015 at prices ranging from \$575.30 to \$576.04. 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 August 14, 2015 at each separate price.
 - (8) Represents volume-weighted average price of sales of 2,004 shares of Company stock on August 14, 2015 at prices ranging from \$576.16 to \$577.09. 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 August 14, 2015 at each separate price.
 - (9) Represents volume-weighted average price of sales of 2,258 shares of Company stock on August 14, 2015 at prices ranging from \$577.24 to \$578.08. 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 reporting person on August 14, 2015 at each separate price.
 - (10)

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Represents volume-weighted average price of sales of 1,500 shares of Company stock on August 14, 2015 at prices ranging from \$578.14 to \$579.07. 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 August 14, 2015 at each separate price.

- (11) The stock option award (combined incentive stock option and non-qualified stock option) vests in four equal annual installments, commencing one year after the date of grant.
- (12) The option became exercisable with respect to all shares underlying the option on December 31, 2014, based upon the satisfaction by the company of certain performance criteria during the period ended December 31, 2014.
- (13) The stock option award vests in four equal annual installments, commencing one year after 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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