

ALEXION PHARMACEUTICALS INC

Form 4

February 08, 2016

**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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MACKAY MARTIN

(Last) (First) (Middle)

C/O ALEXION  
PHARMACEUTICALS, INC., 100  
COLLEGE STREET

(Street)

NEW HAVEN, CT 06510

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/04/2016

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 below) \_\_\_\_ Other (specify below)  
EVP & Global Head of R&D

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. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$.0001 per<br>share | 02/04/2016                              |                                                             | A                                    | 11,763<br>(1)                                                           | A \$ 0 44,656                                                                                                      | D                                                                       |                                                                   |
| Common<br>Stock, par<br>value<br>\$.0001 per<br>share | 02/05/2016                              |                                                             | S                                    | 100 (2)                                                                 | A \$ 145.54 44,756<br>(3)                                                                                          | D                                                                       |                                                                   |

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|                                                       |            |   |                         |   |                                |        |   |
|-------------------------------------------------------|------------|---|-------------------------|---|--------------------------------|--------|---|
| Common<br>Stock, par<br>value<br>\$.0001 per<br>share | 02/05/2016 | S | 362 <sup>(2)</sup>      | D | \$ 144.4<br><sub>(4)</sub>     | 44,394 | D |
| Common<br>Stock, par<br>value<br>\$.0001 per<br>share | 02/05/2016 | S | 100 <sup>(2)</sup>      | D | \$<br>143.53<br><sub>(5)</sub> | 44,294 | D |
| Common<br>Stock, par<br>value<br>\$.0001 per<br>share | 02/05/2016 | S | 100 <sup>(2)</sup>      | D | \$<br>142.11<br><sub>(6)</sub> | 44,194 | D |
| Common<br>Stock, par<br>value<br>\$.0001 per<br>share | 02/05/2016 | S | 400 <sup>(2)</sup>      | D | \$<br>141.19<br><sub>(7)</sub> | 43,794 | D |
| Common<br>Stock, par<br>value<br>\$.0001 per<br>share | 02/05/2016 | S | 1,043<br><sub>(2)</sub> | D | \$<br>140.47<br><sub>(8)</sub> | 42,751 | D |
| Common<br>Stock, par<br>value<br>\$.0001 per<br>share | 02/08/2016 | S | 58 <sup>(2)</sup>       | D | \$<br>140.32<br><sub>(8)</sub> | 42,693 | D |
| Common<br>Stock, par<br>value<br>\$.0001 per<br>share | 02/08/2016 | S | 1,908<br><sub>(2)</sub> | D | \$<br>138.02<br><sub>(9)</sub> | 40,785 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying | 8. Price of<br>Derivative<br>Security | 9. Nu<br>Deriv |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|-----------------------------------------|---------------------------------------|----------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|-----------------------------------------|---------------------------------------|----------------|

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| (Instr. 3) | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | Securities<br>(Instr. 3 and 4) | (Instr. 5) | Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|------------|------------------------------------|------------------|------------|-------------------------------------------------------------------------------------------------|--------------------------------|------------|-------------------------------------------------|
| Code       | V                                  | (A)              | (D)        | Date<br>Exercisable                                                                             | Expiration<br>Date             | Title      | Amount<br>or<br>Number<br>of<br>Shares          |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

MACKAY MARTIN  
C/O ALEXION PHARMACEUTICALS, INC.  
100 COLLEGE STREET  
NEW HAVEN, CT 06510

EVP & Global Head of R&D

## Signatures

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

02/08/2016

\*\*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).

On February 4, 2016, the Leadership and Compensation Committee determined that the reporting person earned 11,763 Performance

(1) Share Units upon achievement of certain performance targets previously established by the Committee. 1/3 of such shares vested on February 4, 2016 and 1/3 vest on each subsequent anniversary.

(2) 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 \$145.00 - \$145.99. The price reported in

(3) 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.

This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$144.00 - \$144.99. 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.

This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$143.00 - \$143.99. The price reported in

(5) 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.

This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$142.00 - \$142.99. The price reported in

(6) 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.

This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$141.00 - \$141.99. The price reported in

(7) 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.

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(8) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$140.00 - \$140.99. 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.

(9) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$138.00 - \$138.99. 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.