

REGENERON PHARMACEUTICALS INC
 Form 4
 November 27, 2012

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 *
VAGELOS P ROY

(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)
 11/23/2012

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)
 Chairman of the Board

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	11/23/2012		M ⁽¹⁾	312,500	A	\$ 19.43	369,446	D
Common Stock	11/23/2012		F ⁽¹⁾	34,696	D	\$ 175	334,750	D
Common Stock	11/23/2012		F ⁽¹⁾	127,417	D	\$ 175	207,333	D
Common Stock	11/26/2012		S ⁽¹⁾	28,507	D	\$ 175.12	178,826	D
						⁽²⁾		

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Common Stock	11/27/2012	<u>S</u> ⁽¹⁾	32,356	D	\$ 175.19 <u>(3)</u>	146,470	D	
Common Stock	11/27/2012	<u>S</u> ⁽¹⁾	3,890	D	\$ 176.18 <u>(4)</u>	142,580	D	
Common Stock						82,410	I	by GRAT
Common Stock						2,329	I	By 401(k) Plan
Common Stock						162,657	I	by CLAT
Common Stock						15,162	I	by GRAT
Common Stock						3	I	by GRAT
Common Stock						127,500	I	by Spouse as Trustee <u>(5)</u>
Common Stock						1,203	I	by trust for grandch <u>(6)</u>

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 Security (Instr. 3 and 4)	Am Nu Sha	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 19.43	11/23/2012		<u>M</u> ⁽¹⁾	312,500	<u>(7)</u>	12/20/2012	Common Stock	31

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAGELOS P ROY 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591	X			Chairman of the Board

Signatures

Vagelos, P.
Roynull 11/27/2012

__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 28,507 shares of Company stock on November 26, 2012 at prices ranging from
 - (2) \$175.00 to \$175.65. 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 November 26, 2012 at each separate price.
Represents volume-weighted average price of sales of 32,356 shares of Company stock on November 27, 2012 at prices ranging from
 - (3) \$175.00 to \$175.96. 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 November 27, 2012 at each separate price.
Represents volume-weighted average price of sales of 3,890 shares of Company stock on November 27, 2012 at prices ranging from
 - (4) \$176.00 to \$176.57. 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 November 27, 2012 at each separate price.
 - (5) By an irrevocable trust for the benefit of grandchildren of the reporting person, of which the spouse of the reporting person is trustee.
 - (6) By a trust for the benefit of certain grandchildren of the reporting person, of which the reporting person and/or the spouse of the reporting person is trustee.
 - (7) The stock option becomes exercisable in two equal annual installments, commencing one year after the date of grant.
 - (8) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are not applicable in this case.

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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