

REGENERON PHARMACEUTICALS INC
 Form 4
 March 03, 2014

FORM 4

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

OMB APPROVAL

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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)
 02/27/2014

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	02/27/2014		M		4,705 A \$ 21.25	D	
Common Stock	02/27/2014		M		5,952 A \$ 16.8	D	
Common Stock	02/27/2014		M		4,562 A \$ 21.92	D	
Common Stock	02/27/2014		M		4,921 A \$ 20.32	D	
	02/27/2014		M		8,591 A	D	
					98,691	D	

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Common Stock					\$					11.64
Common Stock	02/27/2014		M	42,148	A	\$ 9.49	140,839	D		
Common Stock							1	I		by GRAT
Common Stock							2,269	I		By 401(k) Plan
Common Stock							158,588	I		by CLAT
Common Stock							10,961	I		by GRAT
Common Stock							3	I		by GRAT
Common Stock							103,275	I		by Spouse as Trustee
Common Stock							1,203	I		by trust for grandch ⁽¹⁾

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 9.49	02/27/2014		M	42,148	<u>(2)</u>	12/15/2014	Common Stock	42,148
	\$ 11.64	02/27/2014		M	8,591	<u>(2)</u>	12/19/2015		8,591

Incentive Stock Option (right to buy)								Common Stock	
Incentive Stock Option (right to buy)	\$ 16.8	02/27/2014	M	5,952	<u>(2)</u>	12/17/2018	Common Stock	5,952	
Incentive Stock Option (right to buy)	\$ 20.32	02/27/2014	M	4,921	<u>(2)</u>	12/18/2016	Common Stock	4,921	
Incentive Stock Option (right to buy)	\$ 21.25	02/27/2014	M	4,705	<u>(2)</u>	12/18/2019	Common Stock	4,705	
Incentive Stock Option (right to buy)	\$ 21.92	02/27/2014	M	4,562	<u>(2)</u>	12/17/2017	Common Stock	4,562	

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

/s/**P. Roy

Vagelos

02/28/2014

__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) 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.

(2)

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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.

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