

BIOGEN INC.

Form 4

February 17, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCANGOS GEORGE A

(Last) (First) (Middle)

BIOGEN INC., 225 BINNEY
STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BIOGEN INC. [BIIB]

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2016

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)

Chief Executive Officer

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	02/12/2016		M		4,512	A	\$ 0	51,571	D
Common Stock	02/12/2016		F		2,132	D	\$ 247.22	49,439	D
Common Stock	02/12/2016		M		9,189	A	\$ 0	58,628	D
Common Stock	02/12/2016		F		4,324	D	\$ 247.22	54,304	D
Common Stock	02/12/2016		A		11,390	A	\$ 0	65,694	D

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Common Stock	02/12/2016	F	5,359	D	\$ 247.22	60,335	D	
Common Stock						5,378	I	by Trust
Common Stock						5,378	I	by Trust

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
Restricted Stock Unit	\$ 0	02/12/2016		M	4,512	<u>(1)</u>	02/12/2017	Common Stock 4,512
Restricted Stock Unit	\$ 0	02/12/2016		M	9,189	<u>(2)</u>	02/12/2017	Common Stock 9,189
Restricted Stock Unit	\$ 0	02/12/2016		J ⁽³⁾	5,982	<u>(1)</u>	02/12/2017	Common Stock 5,982

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCANGOS GEORGE A BIOGEN INC. 225 BINNEY STREET CAMBRIDGE, MA 02142	X		Chief Executive Officer	

Signatures

/s/ Matthew S. Gilman, Attorney in Fact for George A. Scangos

02/17/2016

__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).

The number of RSUs reported represents the maximum possible number of shares that are eligible for vesting, which is 200% of the number of shares at target payout. One-third of these RSUs are eligible to vest on each of the first three anniversaries of the grant date.

- (1) The actual number of shares that will vest on each vesting date will be determined by comparing the price of Biogen Idec common stock on such vesting date to the price on the grant date (i.e., number of vested shares = number of shares at target payout times [the 30-day average closing stock price ending on the vesting date divided by the 30-day average closing stock price on the grant date]).

The number of RSUs reported represents the maximum possible number of shares that are eligible for vesting, which is 150% of the number of shares at target payout. One-fourth of these RSUs are eligible to vest on each of the first four anniversaries of the grant date.

- (2) The actual number of shares that will vest on each vesting date will be determined by comparing the price of Biogen Idec common stock on such vesting date to the price on the grant date (i.e., number of vested shares = number of shares at target payout times [the average 60 calendar-day closing stock price ending on the vesting date divided by the average 60 calendar-day closing stock price on the grant date]).

- (3) This represents the difference between the maximum possible number of shares that were eligible for vesting and the actual number that vested.

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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