

SHOOTER ERIC M

Form 4

January 04, 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 *
 SHOOTER ERIC M

2. Issuer Name **and** Ticker or Trading
 Symbol
 REGENERON
 PHARMACEUTICALS INC
 [REGN]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Last) (First) (Middle)

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

777 OLD SAW MILL RIVER
 ROAD

01/03/2012

(Street)

4. If Amendment, Date Original
 Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
 Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
 Person

TARRYTOWN, NY 10591

(City) (State) (Zip)

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	(D)	Price

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

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying S (Instr. 3 and			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Class A Stock	\$ 0 <u>(1)</u>	06/03/2011		G <u>(2)</u>	V	20,000 <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock
Class A Stock	\$ 0 <u>(1)</u>	06/03/2011		G <u>(2)</u>	V	20,000 <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock
Class A Stock	\$ 0 <u>(1)</u>	06/03/2011		G <u>(2)</u>	V		40,000 <u>(2)</u>	<u>(1)</u>	<u>(1)</u>	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 57.11	01/03/2012		A		15,000		<u>(4)</u>	01/03/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHOOTER ERIC M 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591		X		

Signatures

/s/**Eric M.
Shooter

01/04/2012

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) Class A Stock of Regeneron Pharmaceuticals, Inc. ("Regeneron") converts to Common Stock of Regeneron on a one-to-one basis upon certain events.
- 40,000 shares of Class A Stock were distributed by the Shooter Family Trust in equal amounts to each of the reporting person and his spouse, the beneficiaries of the Shooter Family Trust. Upon receipt of such shares, each of the reporting person and his spouse contributed such shares to a grantor retained annuity trust for the benefit of such person and the remaindermen, an adult child and her children.
- (2) The reporting person and his spouse are co-trustees and beneficiaries of the Shooter Family Trust.
- (3) The stock option becomes exercisable in three equal annual installments, commencing one year after the date of grant
- (5) 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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