

REGENERON PHARMACEUTICALS INC

Form 4

January 23, 2012

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 *
GOLDBERG MURRAY A

(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)
01/19/2012

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)
SVP Finance and Admin CFO Trea

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 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	01/19/2012		<u>M</u> ⁽¹⁾		40,800	A	\$ 20.32
Common Stock	01/19/2012		<u>F</u> ⁽¹⁾		10,424	D	\$ 79.53
Common Stock	01/19/2012		<u>F</u> ⁽¹⁾		13,193	D	\$ 79.53
Common Stock	01/20/2012		<u>S</u> ⁽¹⁾		13,567	D	\$ 77.86 <u>(2)</u>

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Common Stock	01/20/2012	S ⁽¹⁾	3,216	D	\$ 78.17 (3)	89,761	D	
Common Stock	01/20/2012	S ⁽¹⁾	400	D	\$ 79.51 (4)	89,361	D	
Common Stock						5,416	I	By 401(k) Plan

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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 20.32	01/19/2012		M ⁽¹⁾		40,800		⁽⁵⁾	12/18/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 79.53	01/19/2012		A ⁽¹⁾		10,424		01/19/2012	12/18/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GOLDBERG MURRAY A 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591	SVP Finance and Admin CFO Treas

Signatures

/s/**Murray A. Goldberg
01/23/2012
Date

Signature of Reporting
Person

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 13,567 shares of Company stock on January 20, 2012 at prices ranging from

(2) \$77.51 to \$77.99. 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 January 20, 2012 at each separate price.

Represents volume-weighted average price of sales of 3,216 shares of Company stock on January 20, 2012 at prices ranging from \$78.00

(3) to \$78.76. 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 January 20, 2012 at each separate price.

Represents volume-weighted average price of sales of 400 shares of Company stock on January 20, 2012 at prices ranging from \$79.22 to

(4) \$79.74. 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 January 20, 2012 at each separate price.

(5) 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.

(6) 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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