

REGENERON PHARMACEUTICALS INC

Form 4

November 29, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(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)
11/26/2013

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)

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	11/26/2013		C	8,185 A \$ 0	8,185	I	by Trust ⁽¹⁾
Common Stock	11/26/2013		G ⁽²⁾	V 7,275 D \$ 0	910	I	by Trust ⁽¹⁾
Common Stock	11/26/2013		G ⁽²⁾	V 910 D \$ 0	0	I	by Trust ⁽¹⁾
Common Stock					2,500	I	GRAT self
					2,500	I	

Common
Stock

GRAT
spouse

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)

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
Class A Stock	(3)	06/06/2013		G(4)	2,778 (5)	(6) (7)	Common Stock	2,778
Class A Stock	\$ 0 (3)	08/08/2013		G	4,857 (8)	(6) (7)	Common Stock	4,857
Class A Stock	\$ 0 (3)	08/08/2013		G	4,857 (8)	(6) (7)	Common Stock	4,857
Class A Stock	(3)	06/06/2013		G(9)	2,778 (5)	(6) (7)	Common Stock	2,778
Class A Stock	(3)	06/06/2013		G	5,556 (5)	(6) (7)	Common Stock	5,556
Class A Stock	(3)	08/08/2013		G	9,714 (8)	(6) (7)	Common Stock	9,714
Class A Stock	(3)	11/26/2013		C	8,185	(6) (7)	Common Stock	8,185
Class A Stock	(3)	06/06/2013		G(9)	14,444 (4)	(6) (7)	Common Stock	14,444

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

SHOOTER ERIC M
777 OLD SAW MILL RIVER ROAD
TARRYTOWN, NY 10591

Signatures

/s/**Eric M.

11/28/2013

Shooter

__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) The reporting person and his spouse are co-trustees and beneficiaries of the Shooter Family Trust.
- (2) Gift of Common Stock to a charitable foundation.
- (3) Class A Stock of Regeneron Pharmaceuticals, Inc. ("Regeneron") converts to Common Stock of Regeneron on a one-to-one basis upon certain events or upon election of the shareholder.
- (4) Following termination of a GRAT of the reporting person, 2,778 shares of Class A Stock were transferred to the Shooter Family Trust and 7,222 shares of Class A Stock were transferred to a trust for the benefit of the reporting person's daughter, as indicated in this report.
- (5) The reporting person and his spouse each contributed 2,778 shares of Class A Stock to the Shooter Family Trust.
- (6) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are not applicable in this case.
- (7) Shares of Class A Stock are convertible at any time on a share-for-share basis into Common Stock.
- (8) The reporting person and his spouse each contributed 4,857 shares of Class A Stock received as distribution from their respective GRATs to the Shooter Family Trust.
Following termination of a GRAT of the reporting person's spouse, 2,778 shares of Class A Stock were transferred to the Shooter
- (9) Family Trust and 7,222 shares of Class A Stock were transferred to a trust for the benefit of the reporting person's daughter, as indicated in this report.
- (10) A trust for the benefit of the reporting person's adult daughter, of which the reporting person and his spouse serve as co-trustees.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.