

REGENERON PHARMACEUTICALS INC

Form 4

February 13, 2014

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

(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)
02/12/2014

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)

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)
			Code	V	Amount or Price		
Common Stock	02/12/2014		M		5,000 A \$ 177.82	D	
Common Stock	02/12/2014		M		5,000 A \$ 57.11	D	
Common Stock	02/12/2014		M		5,000 A \$ 33.42	D	
Common Stock	02/12/2014		S		12,878 D \$ 320.41	D	

(1)

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Common Stock	02/12/2014	S	2,122	D	\$ 321.22	0	D	
					(2)			
Common Stock	02/12/2014	C	7,000	A	\$ 0	7,000	I	by Trust
Common Stock	02/12/2014	G ⁽³⁾	V 7,000	D	\$ 0	0	I	by Trust
Common Stock						2,500	I	GRAT self
Common Stock						2,500	I	GRAT spouse

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class A Stock	(4)	02/12/2014		C	7,000	(5) (6)	Common Stock 7,000
Non-Qualified Stock Option (right to buy)	\$ 33.42	02/12/2014		M	5,000	(7) 01/03/2021	Common Stock 5,000
Non-Qualified Stock Option (right to buy)	\$ 57.11	02/12/2014		M	5,000	(7) 01/03/2022	Common Stock 5,000
Non-Qualified Stock Option (right to buy)	\$ 177.82	02/12/2014		M	5,000	(7) 01/02/2023	Common Stock 5,000

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

02/13/2014

__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) Represents volume-weighted average price of sales of 12,878 shares of Company stock on February 12, 2014 at prices ranging from \$320.00 to \$320.91. 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 February 12, 2014 at each separate price.
 - (2) Represents volume-weighted average price of sales of 2,122 shares of Company stock on February 12, 2014 at prices ranging from \$321.00 to \$321.49. 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 February 12, 2014 at each separate price.
 - (3) Gift of Common Stock to a charitable foundation.
 - (4) 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.
 - (5) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are not applicable in this case.
 - (6) Shares of Class A Stock are convertible at any time on a share-for-share basis into Common Stock.
 - (7) The stock option becomes exercisable in three equal annual installments, commencing one year after the date of grant.

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.