

ALEXANDER SUSAN H
 Form 4
 February 26, 2019

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

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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 *
 ALEXANDER SUSAN H

(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)
 02/22/2019

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)
 EVP Chief Legal Officer & Sec.

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 | 02/22/2019 | | M | 1,663 | A \$ 0 | 29,690 | D |
| Common Stock | 02/22/2019 | | M ⁽¹⁾ | 6,395 | A \$ 48.52 | 36,085 | D |
| Common Stock | 02/22/2019 | | F | 3,370 | D \$ 325.33 | 32,715 | D |
| Common Stock | 02/22/2019 | | F | 739 | D \$ 325.33 | 31,976 | D |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | \$ 0 | 02/22/2019 | | M | 1,663 | <u>(3)</u> 02/22/2019 | Common Stock | 1,663 |
| Restricted Stock Unit | \$ 0 | 02/22/2019 | | J | <u>819</u> <u>(4)</u> | <u>(3)</u> 02/22/2019 | Common Stock | 819 |
| Stock Option (Right to Buy) | \$ 49.65 <u>(2)</u> | 02/22/2019 | | <u>M</u> ⁽¹⁾ | <u>6,395</u> <u>(2)</u> | <u>(5)</u> 02/24/2019 | Common Stock | <u>6,395</u> <u>(2)</u> |

Reporting Owners

Reporting Owner Name / Address

Relationships

ALEXANDER SUSAN H
BIOGEN INC.
225 BINNEY STREET
CAMBRIDGE, MA 02142

Director 10% Owner Officer Other

EVP Chief Legal Officer & Sec.

Signatures

/s/ Suzanne Murray, Attorney in Fact for Susan Alexander

02/26/2019

 **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).

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(1) The stock option was automatically exercised on a net share settlement basis immediately before its expiration, in accordance with its terms. The Company delivered to the reporting person the number of shares underlying the stock option less the number of shares having a Fair Market Value on the date of such exercise equal to (i) the aggregate exercise price for the stock option and (ii) the amount necessary to satisfy any federal, state and local withholding taxes related to such exercise.

(2) This option was previously reported as covering 6,250 shares at an exercise price of \$49.65 per share, but was adjusted pursuant to the anti-dilution provisions of the award in connection with the spin-off of Bioverativ Inc. on February 1, 2017.

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.

(3) The actual number of shares that will vest on each vesting date will be determined by comparing the price of Biogen 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]).

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

(5) The stock options become exercisable in four (4) equal annual installments commencing one year after the grant date of 02/24/09.

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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