

REGENERON PHARMACEUTICALS INC

Form 4

November 19, 2014

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 *
Terifay Robert J

(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)

11/17/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SVP Commercial

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/17/2014		M ⁽¹⁾		48,750	A	\$ 21.25	68,779	D
Common Stock	11/17/2014		F ⁽¹⁾		2,578	D	\$ 401.75	66,201	D
Common Stock	11/17/2014		F ⁽¹⁾		23,810	D	\$ 401.75	42,391	D
Common Stock	11/18/2014		S ⁽¹⁾		62	D	\$ 400.45	42,329	D
	11/18/2014		S ⁽¹⁾		400	D		41,929	D

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Common Stock					\$ 401.42 (2)				
Common Stock	11/18/2014	S(1)	1,500	D	\$ 402.71 (3)	40,429	D		
Common Stock	11/18/2014	S(1)	2,150	D	\$ 403.86 (4)	38,279	D		
Common Stock	11/18/2014	S(1)	3,252	D	\$ 404.75 (5)	35,027	D		
Common Stock	11/18/2014	S(1)	7,278	D	\$ 405.85 (6)	27,749	D		
Common Stock	11/18/2014	S(1)	3,720	D	\$ 406.89 (7)	24,029	D		
Common Stock	11/18/2014	S(1)	2,200	D	\$ 407.85 (8)	21,829	D		
Common Stock	11/18/2014	S(1)	1,800	D	\$ 408.62 (9)	20,029	D		
Common Stock						1,620	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 Amount Underlying Security (Instr. 3 and 4)	8. Date Exercisable	9. Expiration Date	10. Title	11. Amount or Number of Shares
				Code	V (A) (D)						

Non-Qualified

Stock Option	\$ 21.25	11/17/2014	M ⁽¹⁾	48,750	⁽¹⁰⁾	12/18/2019	Common Stock	48,
(right to buy)								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Terifay Robert J 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591			SVP Commercial	

Signatures

/s/**Robert J.

Terifay 11/19/2014

**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) Disposition/acquisition made pursuant to a plan intended to comply with Rule 10b5-1(c).

(2) Represents volume-weighted average price of sales of 400 shares of Company stock on November 18, 2014 at prices ranging from \$401.11 to \$401.84. 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 November 18, 2014 at each separate price.

(3) Represents volume-weighted average price of sales of 1,500 shares of Company stock on November 18, 2014 at prices ranging from \$402.29 to \$403.27. 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 November 18, 2014 at each separate price.

(4) Represents volume-weighted average price of sales of 2,150 shares of Company stock on November 18, 2014 at prices ranging from \$403.32 to \$404.30. 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 November 18, 2014 at each separate price.

(5) Represents volume-weighted average price of sales of 3,252 shares of Company stock on November 18, 2014 at prices ranging from \$404.35 to \$405.32. 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 November 18, 2014 at each separate price.

(6) Represents volume-weighted average price of sales of 7,278 shares of Company stock on November 18, 2014 at prices ranging from \$405.35 to \$406.34. 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 November 18, 2014 at each separate price.

(7) Represents volume-weighted average price of sales of 3,720 shares of Company stock on November 18, 2014 at prices ranging from \$406.38 to \$407.37. 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 November 18, 2014 at each separate price.

(8) Represents volume-weighted average price of sales of 2,200 shares of Company stock on November 18, 2014 at prices ranging from \$407.38 to \$408.36. 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 November 18, 2014 at each separate price.

(9) Represents volume-weighted average price of sales of 1,800 shares of Company stock on November 18, 2014 at prices ranging from \$408.47 to \$408.78. 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 November 18, 2014 at each separate price.

(10) The option became exercisable with respect to all shares underlying the option on December 31, 2012, based upon the satisfaction by the company of certain performance criteria during the period ended December 31, 2012.

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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