

BELL LEONARD
Form 4
July 31, 2012

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 *
BELL LEONARD

2. Issuer Name and Ticker or Trading Symbol
ALEXION PHARMACEUTICALS INC [ALXN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2012

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

C/O ALEXION PHARMACEUTICALS INC, 352 KNOTTER DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHESHIRE, CT 06410

(City) (State) (Zip)

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 or Price		
Common Stock, par value \$0.0001 per share	07/27/2012		M		27,000 (1)	A	\$ 4.42 1,908,912 D
Common Stock, par value \$0.0001 per share	07/27/2012		M		35,000	A	\$ 5.82 1,943,912 D

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Common Stock, par value	07/27/2012	S	24,768 <u>(1)</u>	D	\$ 105.85 <u>(2)</u>	1,919,144	D
\$.0001 per share							
Common Stock, par value	07/27/2012	S	2,232	D	\$ 106.46 <u>(3)</u>	1,916,912	D
\$.0001 per share							
Common Stock, par value	07/27/2012	S	18,394	D	\$ 108.4 <u>(4)</u>	1,898,518	D
\$.0001 per share							
Common Stock, par value	07/27/2012	S	16,606	D	\$ 109.47 <u>(5)</u>	1,881,912	D
\$.0001 per share							
Common Stock, par value	07/27/2011	S	2,272 <u>(6)</u>	D	\$ 106.14	1,879,640	D
\$.0001 per share							
Common Stock, par value	07/27/2012	G	204,088 <u>(7)</u>	D	\$ 0	1,675,552	D
\$.0001 per share							
Common Stock, par value	07/31/2012	S	2,470 <u>(6)</u>	D	\$ 104.96 <u>(8)</u>	1,673,082	D
\$.0001 per share							

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 4.42	07/27/2012	M	27,000					12/23/2003	09/23/2013	Common Stock, par value \$.0001 per share	27,000
Option to Purchase Common Stock	\$ 5.82	07/27/2012	M	35,000					05/24/2004	02/24/2014	Common Stock, par value \$.0001 per share	35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BELL LEONARD C/O ALEXION PHARMACEUTICALS INC 352 KNOTTER DRIVE CHESHIRE, CT 06410	X		CEO	

Signatures

/s/ Leonard Bell 07/31/2012
 **Signature of Date
 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) The transactions reported by this Form 4 are made pursuant to the terms of a sales plan designed to meet the requirements of Rule 10b5-1(c)(1) of the Securities Exchange Act.
 This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$105.27 - \$106.27. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.
 - (2) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$106.27 - \$107.27. The price reporting in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.
 - (3) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$108.00 - \$108.99. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.

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(5) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$109.01 - \$109.99. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.

(6) These sales were made to cover the withholding taxes immediately following the vesting of previously granted Restricted Stock.

(7) The shares represent the remainder and final distribution on July 27, 2012 from two grantor retained annuity trusts established in 2010 to a family trust. Upon such distribution, such shares were no longer beneficially owned by the reporting person.

(8) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$104.93 - \$104.96. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.

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.