

REGENERON PHARMACEUTICALS INC
 Form 4
 October 27, 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 *
GOLDBERG MURRAY A

(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)
 10/23/2014

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)
 SVP Administration & Asst 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/23/2014		M ⁽¹⁾		60,000 A \$ 30.63	123,102	D
Common Stock	10/23/2014		F ⁽¹⁾		4,689 D \$ 391.93	118,413	D
Common Stock	10/23/2014		F ⁽¹⁾		28,523 D \$ 391.93	89,890	D
Common Stock	10/24/2014		S ⁽¹⁾		200 D \$ 395.96	89,690	D
	10/24/2014		S ⁽¹⁾		775 D	88,915	D

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Common Stock					\$ 396.8 (2)				
Common Stock	10/24/2014		S(1)	1,700	D	\$ 397.65 (3)	87,215	D	
Common Stock	10/24/2014		S(1)	2,100	D	\$ 398.58 (4)	85,115	D	
Common Stock	10/24/2014		S(1)	3,200	D	\$ 399.37 (5)	81,915	D	
Common Stock	10/24/2014		S(1)	7,531	D	\$ 400.51 (6)	74,384	D	
Common Stock	10/24/2014		S(1)	5,293	D	\$ 401.51 (7)	69,091	D	
Common Stock	10/24/2014		S(1)	2,500	D	\$ 402.54 (8)	66,591	D	
Common Stock	10/24/2014		S(1)	2,454	D	\$ 403.5 (9)	64,137	D	
Common Stock	10/24/2014		S(1)	1,035	D	\$ 404.18 (10)	63,102	D	
Common Stock							5,650	I	By 401(k) Plan
Common Stock							750	I	by Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4)
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	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 30.63		10/23/2014	M ⁽¹⁾	60,000	⁽¹¹⁾ 12/14/2020	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDBERG MURRAY A 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591			SVP Administration & Asst Sec	

Signatures

/s/**Murray A. Goldberg 10/27/2014

__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).
Represents volume-weighted average price of sales of 775 shares of Company stock on October 24, 2014 at prices ranging from \$396.28 to \$396.98. 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 October 24, 2014 at each separate price.
- (2) Represents volume-weighted average price of sales of 1,700 shares of Company stock on October 24, 2014 at prices ranging from \$397.14 to \$397.93. 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 October 24, 2014 at each separate price.
- (3) Represents volume-weighted average price of sales of 2,100 shares of Company stock on October 24, 2014 at prices ranging from \$398.03 to \$398.98. 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 October 24, 2014 at each separate price.
- (4) Represents volume-weighted average price of sales of 3,200 shares of Company stock on October 24, 2014 at prices ranging from \$399.02 to \$399.99. 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 October 24, 2014 at each separate price.
- (5) Represents volume-weighted average price of sales of 7,531 shares of Company stock on October 24, 2014 at prices ranging from \$400.10 to \$400.99. 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 October 24, 2014 at each separate price.
- (6) Represents volume-weighted average price of sales of 5,293 shares of Company stock on October 24, 2014 at prices ranging from \$401.00 to \$401.96. 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 October 24, 2014 at each separate price.
- (7) Represents volume-weighted average price of sales of 2,500 shares of Company stock on October 24, 2014 at prices ranging from \$402.00 to \$402.89. 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 October 24, 2014 at each separate price.
- (8) Represents volume-weighted average price of sales of 2,454 shares of Company stock on October 24, 2014 at prices ranging from \$403.00 to \$403.99. 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 October 24, 2014 at each separate price.
- (9)

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will provide full information regarding the number of shares sold by the reporting person on October 24, 2014 at each separate price.

Represents volume-weighted average price of sales of 1,035 shares of Company stock on October 24, 2014 at prices ranging from

(10) \$404.00 to \$404.41. 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 October 24, 2014 at each separate price.

(11) The option became exercisable with respect to all shares underlying the option on December 31, 2013, based upon the satisfaction by the company of certain performance criteria during the period ended December 31, 2013.

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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