

REGENERON PHARMACEUTICALS INC  
 Form 4  
 March 25, 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 \*  
 Sanofi

2. Issuer Name and Ticker or Trading Symbol  
 REGENERON  
 PHARMACEUTICALS INC  
 [REGN]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 54 RUE LA BOETIE  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/21/2014

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_X\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

PARIS, IO 75008  
 (City) (State) (Zip)

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

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/21/2014		P	A	\$ 5,024 (1) (2) 313.1237 (1) (3)	18,183,274	I See note (4)
Common Stock	03/21/2014		P	A	\$ 10,934 (1) (2) 314.213 (1) (5)	18,194,208	I See note (4)
Common Stock	03/21/2014		P	A	\$ 14,463 (1) (2) 315.0737 (1) (6)	18,208,671	I See note (4)
Common Stock	03/21/2014		P	A	\$ 5,700 (1) (2) 316.1587	18,214,371	I See note (4)

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(1) (7)

Common Stock	03/21/2014	P	<u>23,644</u> <u>(1) (2)</u>	A	\$ 317.2291 <u>(1) (8)</u>	18,238,015	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>26,229</u> <u>(1) (2)</u>	A	\$ 318.363 <u>(1) (9)</u>	18,264,244	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>37,436</u> <u>(1) (2)</u>	A	\$ 319.1846 <u>(1) (10)</u>	18,301,680	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>23,411</u> <u>(1) (2)</u>	A	\$ 320.0872 <u>(1) (11)</u>	18,325,091	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>16,036</u> <u>(1) (2)</u>	A	\$ 321.2298 <u>(1) (12)</u>	18,341,127	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>21,101</u> <u>(1) (2)</u>	A	\$ 322.28 <u>(1) (13)</u>	18,362,228	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>27,688</u> <u>(1) (2)</u>	A	\$ 323.3238 <u>(1) (14)</u>	18,389,916	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>31,754</u> <u>(1) (2)</u>	A	\$ 324.0934 <u>(1) (15)</u>	18,421,670	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>25,116</u> <u>(1) (2)</u>	A	\$ 325.187 <u>(1) (16)</u>	18,446,786	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>13,905</u> <u>(1) (2)</u>	A	\$ 326.1081 <u>(1) (17)</u>	18,460,691	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>8,918</u> <u>(1) (2)</u>	A	\$ 327.0443 <u>(1) (18)</u>	18,469,609	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>7,476</u> <u>(1) (2)</u>	A	\$ 328.2175 <u>(1) (19)</u>	18,477,085	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>1,749</u> <u>(1) (2)</u>	A	\$ 329.1682 <u>(1) (20)</u>	18,478,834	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>506</u> <sup>(1)</sup> <u>(2)</u>	A	\$ 330.3839 <u>(1) (21)</u>	18,479,340	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>2,110</u> <u>(1) (2)</u>	A	\$ 331.4914 <u>(1) (22)</u>	18,481,450	I	See note <u>(4)</u>



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- (2) Represents shares acquired directly by sanofi-aventis Amerique du Nord ("SAAN").
- (3) Purchase prices range from \$312.50 to \$313.49 per share, inclusive.  
Indirectly owned through (a) SAAN, a direct, wholly-owned subsidiary of Sanofi, and (b) Aventis Pharmaceuticals Inc. ("Aventis"), an indirect, wholly-owned subsidiary of SAAN. After giving effect to all acquisitions reported on this Form 4, the number of shares beneficially owned directly by SAAN and Aventis was 15,683,813 shares and 2,799,552 shares, respectively. Pursuant to the Amended and Restated Investor Agreement, dated as of January 11, 2014, by and among Sanofi, SAAN, sanofi-aventis US LLC, Aventis (collectively, the "Sanofi Parties") and the Issuer, the Sanofi Parties have agreed to vote their respective shares of the Issuer, subject to specified exceptions, in accordance with the recommendation of the Issuers Board of Directors.
- (4)
- (5) Purchase prices range from \$313.59 to \$314.58 per share, inclusive.
- (6) Purchase prices range from \$314.59 to \$315.55 per share, inclusive.
- (7) Purchase prices range from \$315.69 to \$316.65 per share, inclusive.
- (8) Purchase prices range from \$316.71 to \$317.70 per share, inclusive.
- (9) Purchase prices range from \$317.72 to \$318.71 per share, inclusive.
- (10) Purchase prices range from \$318.72 to \$319.71 per share, inclusive.
- (11) Purchase prices range from \$319.72 to \$320.71 per share, inclusive.
- (12) Purchase prices range from \$320.75 to \$321.74 per share, inclusive.
- (13) Purchase prices range from \$321.75 to \$322.70 per share, inclusive.
- (14) Purchase prices range from \$322.75 to \$323.74 per share, inclusive.
- (15) Purchase prices range from \$323.75 to \$324.73 per share, inclusive.
- (16) Purchase prices range from \$324.75 to \$325.73 per share, inclusive.
- (17) Purchase prices range from \$325.75 to \$326.68 per share, inclusive.
- (18) Purchase prices range from \$326.78 to \$327.60 per share, inclusive.
- (19) Purchase prices range from \$327.79 to \$328.77 per share, inclusive.
- (20) Purchase prices range from \$328.82 to \$329.61 per share, inclusive.
- (21) Purchase prices range from \$330.00 to \$330.76 per share, inclusive.
- (22) Purchase prices range from \$331.05 to \$331.99 per share, inclusive.
- (23) Purchase prices range from \$332.39 to \$333.00 per share, inclusive.

### Remarks:

Due to technical limitation of the number of transactions reported, this report is 1 of 2.

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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