REGENERON PHARMACEUTICALS INC
Form 4
September 25, 2008

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 *
VAGELOS P ROY

(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)
06/13/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	06/13/2008		J(1)		115,082	A	$ 0	295,176	D	
Common Stock	08/04/2008		J(2)		114,309	D	$ 0	180,867	D	
Common Stock	06/13/2008		J(1)		115,082	D	$ 0	32,423	I	by GRAT
Common Stock	07/09/2008		G(3)	V	8,105	D	$ 0	24,318	I	by GRAT
	07/10/2008		G(3)	V	8,106	D	$ 0	16,212	I	by GRAT

Common Stock									
Common Stock	07/10/2008	G[3]	V	8,106	D	$ 0	8,106	I	by GRAT
Common Stock	08/28/2008	G[3]	V	8,106	D	$ 0	0	I	by GRAT
Common Stock	03/29/2008	G[4]	V	10,669	D	$ 0	296,865	I	by CLAT
Common Stock	07/10/2008	G[4]	V	14,493	D	$ 0	282,372	I	by CLAT
Common Stock	08/04/2008	J[2]		114,309	A	$ 0	114,309	I	by GRAT #2
Common Stock							1,822	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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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAGELOS P ROY 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591		X		

Signatures

/s/**P. Roy Vagelos — 09/24/2008

**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) A GRAT of which the reporting person is a donor and trustee distributed to the reporting person shares of REGN common stock in accordance with the terms of the GRAT.

(2) Gift of Common Stock to GRAT.

(3) A GRAT of which the reporting person is a donor and trustee distributed to the children of the reporting person shares of REGN common stock in accordance with the terms of the GRAT.

(4) Gift of Common Stock to charitable organization.

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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