

REGENERON PHARMACEUTICALS INC
 Form 4
 July 27, 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 *
 Powchik Peter

(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)
 07/25/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) SVP Clinical Development & Reg
 ____ 10% Owner
 ____ Other (specify below)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount or (D) Price | | | |
| Common Stock | 07/25/2012 | | M ⁽¹⁾ | 15,000 A \$ 16.8 | 30,144 | D | |
| Common Stock | 07/25/2012 | | F ⁽¹⁾ | 1,987 D \$ 126.76 | 28,157 | D | |
| Common Stock | 07/25/2012 | | F ⁽¹⁾ | 5,994 D \$ 126.76 | 22,163 | D | |
| Common Stock | 07/26/2012 | | S ⁽¹⁾ | 4,519 D \$ 130.4 ₍₂₎ | 17,644 | D | |
| | 07/26/2012 | | S ⁽¹⁾ | 2,500 D | 15,144 | D | |

| | | | | | |
|--------------|----|------------|---|--|----------------|
| Common Stock | \$ | 131.07 | | | |
| | | <u>(3)</u> | | | |
| Common Stock | | 1,532 | 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 16.8 | 07/25/2012 | | M ⁽¹⁾ | 15,000 | 12/17/2011 ⁽⁴⁾ 12/17/2018 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Powchik Peter 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591 | | | SVP Clinical Development & Reg | |

Signatures

/s/**Peter
Powchik
07/27/2012

**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).

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

Represents volume-weighted average price of sales of 4,519 shares of Company stock on July 26, 2012 at prices ranging from \$130.21 to

- (2) \$130.68. 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 July 26, 2012 at each separate price.

Represents volume-weighted average price of sales of 2,500 shares of Company stock on July 26, 2012 at prices ranging from \$131.05 to

- (3) \$131.08. 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 July 26, 2012 at each separate price.

On December 17, 2008, the reporting person was granted an option to purchase 30,000 shares of Common Stock. The option was eligible

- (4) to vest, partially or in full, on December 31, 2011, based on the extent to which the company satisfied certain performance criteria. The performance criteria were met and the option vested as to all shares.

- (5) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are not applicable in this case.

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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