

REGENERON PHARMACEUTICALS INC
 Form 4
 May 09, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 Terifay Robert J

(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)
 05/07/2013

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 Commercial

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	05/07/2013		M			14,750	A	\$ 16.8	30,074	D	
Common Stock	05/07/2013		F			946	D	\$ 261.67	29,128	D	
Common Stock	05/07/2013		F			6,857	D	\$ 261.67	22,271	D	
Common Stock	05/07/2013		M			2,173	A	\$ 16.8	24,444	D	
	05/07/2013		F			139	D		24,305	D	

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Common Stock					\$						
					261.67						
Common Stock	05/07/2013		F	750	D	\$	23,555		D		
						261.67					
Common Stock	05/08/2013		S	3,394	D	\$	20,161		D		
						<u>(1)</u>					
Common Stock	05/08/2013		S	4,437	D	\$	15,724		D		
						<u>(2)</u>					
Common Stock	05/08/2013		S	400	D	\$	15,324		D		
						<u>(3)</u>					
Common Stock							1,588		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	05/07/2013		M	14,750	12/31/2011 ⁽⁴⁾ 12/17/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16.8	05/07/2013		M	2,173	⁽⁶⁾ 12/17/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

Terifay Robert J
777 OLD SAW MILL RIVER ROAD
TARRYTOWN, NY 10591

SVP Commercial

Signatures

/s/**Robert J.

Terifay

05/09/2013

**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).
 - Represents volume-weighted average price of sales of 3,394 shares of Company stock on May 8, 2013 at prices ranging from \$260.58 to \$260.99. 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 May 8, 2013 at each separate price.
 - Represents volume-weighted average price of sales of 4,437 shares of Company stock on May 8, 2013 at prices ranging from \$261.01 to \$261.98. 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 May 8, 2013 at each separate price.
 - Represents volume-weighted average price of sales of 400 shares of Company stock on May 8, 2013 at prices ranging from \$262.03 to \$262.13. 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 May 8, 2013 at each separate price.
 - On December 17, 2008, the reporting person was granted an option to purchase 48,750 shares of Common Stock. The option was eligible 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.
 - Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are not applicable in this case.
 - The stock option award (combined incentive stock option and non-qualified stock option) vests in four equal annual installments, commencing one year after the date of grant.

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.