

ALEXION PHARMACEUTICALS INC
 Form 4
 February 10, 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 *
SQUINTO STEPHEN P

2. Issuer Name and Ticker or Trading Symbol
ALEXION PHARMACEUTICALS INC [ALXN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP, Chief Global Ops. Officer

(Last) (First) (Middle)
C/O ALEXION PHARMACEUTICALS INC, 352 KNOTTER DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2014

CHESHIRE, CT 06410
 (City) (State) (Zip)

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

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	(A) or (D)	Price
Common Stock, par value \$0.0001 per share	02/06/2014		M		3,800	A	\$ 93.83 98,618
Common Stock, par value \$0.0001 per share	02/06/2014		S		3,800	D	\$ 155.11 94,818

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Common Stock, par value \$0.0001 per share	02/06/2014	A	<u>9,745</u> ⁽²⁾	A	\$ 0	104,563	D
Common Stock, par value \$0.0001 per share	02/07/2014	S	<u>1,600</u> ⁽³⁾	D	\$ 155.55	102,963	D
Common Stock, par value \$0.0001 per share	02/07/2014	S	20 ⁽³⁾	D	\$ 157.51	102,943	D
Common Stock, par value \$0.0001 per share	02/10/2014	S	1,635	D	\$ 167.31	101,308	D

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

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option to Purchase Common Stock	\$ 93.83	02/06/2014		M	3,800	05/06/2013	02/06/2023	Common Stock	3,800

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

SQUINTO STEPHEN P
 C/O ALEXION PHARMACEUTICALS INC
 352 KNOTTER DRIVE
 CHESHIRE, CT 06410

EVP, Chief Global Ops. Officer

Signatures

/s/ Michael Greco

Attorney-in-Fact

02/10/2014

 **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).

This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$155.11 - \$156.11. The price reported in (1) this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.

(2) On February 6, 2013, the reporting person was granted a performance award representing the right to receive 13,320 shares of common stock upon achievement of certain performance targets and on February 6, 2014 the Compensation Committee certified achievement of the performance targets. 1/3 of such shares vested on February 6, 2014 and 1/3 vest on each subsequent anniversary.

(3) This sale was made to cover withholding taxes immediately following the vesting of previously granted Performance Stock Units.

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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