ALEXION PHARMACEUTICALS INC

Form 4

\$.0001 per

share

February 08, 2016

Check the if no long subject to Section Form 4 conforms 5	UNITED ST nis box ger o 16.	ENT OF CHAN	shington NGES IN SECUE	, D.C. 20 BENEFI RITIES	549 ICIA	OMB AFOMB Number: Expires: Estimated a burden hour response					
obligation may con See Instraction 1(b).	ons section 17(a) ruction	ant to Section 1 of the Public U 30(h) of the Ir	tility Hol	ding Con	npany	Act of 1	1935 or Section	ı			
	Address of Reporting Pe	Symbol	r Name and ON PHA LXN]]	5. Relationship of l Issuer (Check	Reporting Pers			
(Last) C/O ALEX PHARMAC COLLEGE	(Month/I 02/04/2	f Earliest T Day/Year) 016	ransaction		- - 1	Director 10% Owner X Officer (give title Other (specify below) below) EVP & Global Head of R&D					
NEW HAV	endment, Da nth/Day/Yea	_	I	- -	Applicable Line) _X_ Form filed by O	One Reporting Person More than One Reporting					
(City)	(State) (Zi	^{ip)} Tab	le I - Non-I	Derivative :	Secur		ired, Disposed of,	or Beneficial	lv Owned		
1.Title of Security (Instr. 3)	a		3. Transaction Code (Instr. 8)		ies Aced of (quired (A)	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)		
Common Stock, par value \$.0001 per share	02/04/2016		A	11,763 (1)	A	\$0	44,656	D			
Common Stock, par value	02/05/2016		S	100 (2)	A	\$ 145.54	44,756	D			

(3)

Common Stock, par value \$.0001 per share	02/05/2016	S	362 <u>(2)</u>	D	\$ 144.4 (4)	44,394	D
Common Stock, par value \$.0001 per share	02/05/2016	S	100 (2)	D	\$ 143.53 4 (5)	44,294	D
Common Stock, par value \$.0001 per share	02/05/2016	S	100 (2)	D	\$ 142.11 4 (6)	44,194	D
Common Stock, par value \$.0001 per share	02/05/2016	S	400 (2)	D	\$ 141.19 4	43,794	D
Common Stock, par value \$.0001 per share	02/05/2016	S	1,043 (2)	D	\$ 140.47 4	42,751	D
Common Stock, par value \$.0001 per share	02/08/2016	S	58 (2)	D	\$ 140.32 4	42,693	D
Common Stock, par value \$.0001 per share	02/08/2016	S	1,908 (2)	D	\$ 138.02 ⁴	40,785	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr.	8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Secur (Instr	ities . 3 and 4)	(Instr. 5)	
			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

MACKAY MARTIN C/O ALEXION PHARMACEUTICALS, INC. 100 COLLEGE STREET NEW HAVEN, CT 06510

EVP & Global Head of R&D

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Signatures

/s/ Michael Greco, Attorney-in-Fact for Martin Mackay

02/08/2016

**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).
- On February 4, 2016, the Leadership and Compensation Committee determined that the reporting person earned 11,763 Performance.
- (1) Share Units upon achievement of certain performance targets previously established by the Committee. 1/3 of such shares vested on February 4, 2016 and 1/3 vest on each subsequent anniversary.
- (2) This sale was made to cover withholding taxes immediately following the vesting of previously granted Performance Stock Units.
- This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$145.00 \$145.99. The price reported in (3) 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.
- This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$144.00 \$144.99. The price reported in 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.
- This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$143.00 \$143.99. The price reported in (5) 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.
- This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$142.00 \$142.99. The price reported in 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.
- This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$141.00 \$141.99. The price reported in 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.

Reporting Owners 3

- This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$140.00 \$140.99. The price reported in 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.
- This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$138.00 \$138.99. The price reported in (9) 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.

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.