

ALEXION PHARMACEUTICALS INC  
 Form 4  
 March 01, 2016

**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 \*  
 Hallal David

(Last) (First) (Middle)

C/O ALEXION  
 PHARMACEUTICALS, INC, 100  
 COLLEGE STREET

(Street)

NEW HAVEN, CT 06510

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/26/2016

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)  
 CEO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.0001 per share	02/26/2016		A		20,000 (1)	A	\$ 0 193,026 D
Common Stock, par value \$0.0001 per share	02/29/2016		S		2,000 (2)	D	\$ 138.91 191,026 D (3)

Common  
 Stock, par  
 value 02/29/2016 S 14 <sup>(2)</sup> D \$ 141.45 191,012 D  
 \$.0001 per  
 share <sup>(4)</sup>

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 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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Number Shares
Option to Purchase Common Stock	\$ 140.16	02/26/2016		A	131,000 <sup>(5)</sup>	02/26/2017 02/26/2026	Common Stock, par value \$.0001 per share 131,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Hallal David  
 C/O ALEXION PHARMACEUTICALS, INC  
 100 COLLEGE STREET  
 NEW HAVEN, CT 06510

X

CEO

## Signatures

/s/ Michael Greco, Attorney-in-Fact for David Hallal

03/01/2016

\*\*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).

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- (1) Award of Restricted Stock Units under the 2004 Incentive Plan. 25% vests on each anniversary of the grant date.
- (2) This sale was made to cover withholding taxes immediately following the vesting of previously granted Restricted Stock Units.

(3) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$138.00 - \$138.99. 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.

(4) 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.

- (5) 25% vests on the first anniversary of the grant date and 1/16 every three months thereafter.

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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