

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| 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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |  |  |  |  |  |  |  |  |
|---|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>VAGELOS P ROY</b><br>_____<br>(Last) (First) (Middle)<br><b>777 OLD SAW MILL RIVER ROAD</b><br>_____<br>(Street)<br><b>TARRYTOWN NY 10591</b><br>_____<br>(City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>REGENERON PHARMACEUTICALS INC</b><br><b>[ REGN ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chairman of the Board</b> |  |  |
|   |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/31/2011</b>                                  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |
|   |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |  |  |  |

**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  | (A) or (D) | Price                  |   |  |   |
| Common Stock                    | 08/31/2011                           |  | M <sup>(1)</sup>               |   | 312,500   | A          | \$28.01                | 452,587   | D  |   |
| Common Stock                    | 08/31/2011                           |  | F <sup>(1)</sup>               |   | 143,587   | D          | \$60.96                | 309,000   | D  |   |
| Common Stock                    | 08/31/2011                           |  | F <sup>(1)</sup>               |   | 76,458  | D          | \$60.96                | 232,542   | D  |   |
| Common Stock                    | 09/01/2011                           |  | S <sup>(1)</sup>               |   | 3,500   | D          | \$60 <sup>(2)</sup>    | 229,042   | D  |   |
| Common Stock                    | 09/02/2011                           |  | S <sup>(1)</sup>               |   | 35,968  | D          | \$60.35 <sup>(3)</sup> | 193,074   | D  |   |
| Common Stock                    | 09/02/2011                           |  | S <sup>(1)</sup>               |   | 29,529  | D          | \$61.42 <sup>(4)</sup> | 163,545   | D  |   |
| Common Stock                    | 09/02/2011                           |  | S <sup>(1)</sup>               |   | 23,458  | D          | \$62.04 <sup>(5)</sup> | 140,087   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 2,271   | I  | By 401(k) Plan  |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 175,056   | I  | by CLAT   |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 94,222  | I  | by GRAT   |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 160,000   | I  | by Spouse as Trustee <sup>(6)</sup>                   |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 1,203   | I  | by trust for grandch <sup>(7)</sup>                   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------------|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)                    | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Non-Qualified Stock Option (right to buy)  | \$28.01  | 08/31/2011                           |  | M <sup>(1)</sup>               |   |  | 312,500 <sup>(8)</sup> | 12/18/2002   | 12/18/2011      | Common Stock  | 312,500                    | <sup>(9)</sup>                             | 0  | D   |  |

**Explanation of Responses:**

- Disposition/acquisition made pursuant to a plan intended to comply with Rule 10b5-1(c).
- Represents volume-weighted average price of sales of 3,500 shares of Company stock on September 1, 2011 at prices ranging from \$60.00 to \$60.03. 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 trust on September 1, 2011 at each separate price.
- Represents volume-weighted average price of sales of 35,698 shares of Company stock on September 2, 2011 at prices ranging from \$60.00 to \$60.93. 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 trust on September 2, 2011 at each separate price.
- Represents volume-weighted average price of sales of 29,529 shares of Company stock on September 2, 2011 at prices ranging from \$61.06 to \$61.82. 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 trust on September 2, 2011 at each separate price.
- Represents volume-weighted average price of sales of 23,458 shares of Company stock on September 2, 2011 at prices ranging from \$62.01 to \$62.16. 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 trust on September 2, 2011 at each separate price.
- By an irrevocable trust for the benefit of grandchildren of the reporting person, of which the spouse of the reporting person is trustee.
- By a trust for the benefit of certain grandchildren of the reporting person, of which the reporting person and/or the spouse of the reporting person is trustee.

8. The stock option becomes exercisable in three equal annual installments, commencing one year after the date of grant

9. Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is not applicable in this case.

/s/\*\*P. Roy Vagelos

09/02/2011

\*\* Signature of Reporting Person

Date

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

\* 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).

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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