SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPROVAL										
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1. Name and Address of Reporting Person [*] GOLDBERG MURRAY A (Last) (First) (Middle) 777 OLD SAW MILL RIVER ROAD		(Middle)	2. Issuer Name and Ticker or Trading Symbol <u>REGENERON PHARMACEUTICALS</u> <u>INC</u> [REGN] 3. Date of Earliest Transaction (Month/Day/Year) 02/24/2014	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) SVP Administration & Asst Secr			
(Street)	NY (State)	10591 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Form filed by One Report Form filed by More than C Person	ing 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 Disposed Of	Acquired (D) (Instr	l (A) or . 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	02/24/2014		M ⁽¹⁾		6,334	A	\$90.07	69,436	D		
Common Stock	02/24/2014		F ⁽¹⁾		1,664	D	\$342.63	67,772	D		
Common Stock	02/24/2014		F ⁽¹⁾		2,407	D	\$342.63	65,365	D		
Common Stock	02/24/2014		M ⁽¹⁾		20,000	A	\$52.03	85,365	D		
Common Stock	02/24/2014		F ⁽¹⁾		3,036	D	\$342.63	82,329	D		
Common Stock	02/24/2014		F ⁽¹⁾		8,747	D	\$342.63	73,582	D		
Common Stock	02/24/2014		M ⁽¹⁾		3,893	A	\$90.07	77,475	D		
Common Stock	02/24/2014		F ⁽¹⁾		1,023	D	\$342.63	76,452	D		
Common Stock	02/24/2014		F ⁽¹⁾		1,479	D	\$342.63	74,973	D		
Common Stock	02/25/2014		S ⁽¹⁾		275	D	\$336.89(2)	74,698	D		
Common Stock	02/25/2014		S ⁽¹⁾		1,962	D	\$337.4 ⁽³⁾	72,736	D		
Common Stock	02/25/2014		S ⁽¹⁾		3,934	D	\$338.37(4)	68,802	D		
Common Stock	02/25/2014		S ⁽¹⁾		1,300	D	\$339.2 ⁽⁵⁾	67,502	D		
Common Stock	02/25/2014		S ⁽¹⁾		1,200	D	\$340.43(6)	66,302	D		
Common Stock	02/25/2014		S ⁽¹⁾		2,100	D	\$341.46 ⁽⁷⁾	64,202	D		
Common Stock	02/25/2014		S ⁽¹⁾		500	D	\$342.19(8)	63,702	D		
Common Stock	02/25/2014		S ⁽¹⁾		200	D	\$344.47(9)	63,502	D		
Common Stock	02/25/2014		S ⁽¹⁾		100	D	\$345.02	63,402	D		
Common Stock	02/25/2014		S ⁽¹⁾		300	D	\$346.73(10)	63,102	D		
Common Stock								5,650	I	By 401(k) Plan	
Common Stock								750	I	by Spouse	

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	Table II - Deriv (e.g., 3A. Deemed Execution Date, if any (Month/Day/Year)	ative puts, Code Transa Code (8)	calls v	, Wa 6A)N of Deri Seci	u (D) er u (D) er vative urities	uired, Dis , options, ExPetisElatero Expiration Da (Month/Day/Y	CONVERTII	7itTe tle an of Securiti Underlying Derivative	riutina So)r of ISV maccess ISV maccess IS	Owned 8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially	10. Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership
	Derivative Security			Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				(Instr. 3 and 4)				Owned Following Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	(Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy)	\$52.03	02/24/2014		M ⁽¹⁾			20,000	(11)	12/16/2021	Common Stock	20,000	\$0.0	18,079	D	
Non- Qualified Stock Option (right to buy)	\$90.07	02/24/2014		M ⁽¹⁾			6,334	01/31/2012	12/18/2016	Common Stock	6,334	\$0.0	0	D	
Non- Qualified Stock Option (right to buy)	\$90.07	02/24/2014		M ⁽¹⁾			3,893	01/31/2012	12/17/2017	Common Stock	3,893	\$0.0	0	D	

Explanation of Responses:

1. Disposition/acquisition made pursuant to a plan intended to comply with Rule 10b5-1(c).

2. Represents volume-weighted average price of sales of 275 shares of Company stock on February 25, 2014 at prices ranging from \$336.88 to \$336.91. 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 February 25, 2014 at each separate price.

3. Represents volume-weighted average price of sales of 1,962 shares of Company stock on February 25, 2014 at prices ranging from \$337.00 to \$337.97. 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 February 25, 2014 at each separate price.

4. Represents volume-weighted average price of sales of 3,934 shares of Company stock on February 25, 2014 at prices ranging from \$338.00 to \$338.96. 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 February 25, 2014 at each separate price.

5. Represents volume-weighted average price of sales of 1,300 shares of Company stock on February 25, 2014 at prices ranging from \$339.00 to \$339.73. 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 February 25, 2014 at each separate price.

6. Represents volume-weighted average price of sales of 1,200 shares of Company stock on February 25, 2014 at prices ranging from \$340.15 to \$340.91. 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 February 25, 2014 at each separate price.

7. Represents volume-weighted average price of sales of 2,100 shares of Company stock on February 25, 2014 at prices ranging from \$341.05 to \$341.97. 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 February 25, 2014 at each separate price.

8. Represents volume-weighted average price of sales of 500 shares of Company stock on February 25, 2014 at prices ranging from \$342.00 to \$342.50. 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 February 25, 2014 at each separate price.

9. Represents volume-weighted average price of sales of 200 shares of Company stock on February 25, 2014 at prices ranging from \$344.07 to \$344.87. 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 February 25, 2014 at each separate price.

10. Represents volume-weighted average price of sales of 300 shares of Company stock on February 25, 2014 at prices ranging from \$346.58 to \$346.90. 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 February 25, 2014 at each separate price. 11. 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.

<u>/s/**Murray A. Goldberg</u> 02/26/2014

** 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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