

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |   |   |
|---|---|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>GOLDBERG MURRAY A</u><br><br>(Last) (First) (Middle)<br><u>777 OLD SAW MILL RIVER ROAD</u><br><br>(Street)<br><u>TARRYTOWN NY 10591</u><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>REGENERON PHARMACEUTICALS INC [ REGN ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>SVP Fin &amp; Admin, CFO, &amp; Treas</u> |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>01/09/2006</u>                        |   |
| <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>   |   |   |

**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                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 18  | D          | \$16.87 | 36,498  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 22  | D          | \$16.88 | 36,476  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 72  | D          | \$16.91 | 36,404  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 82  | D          | \$16.92 | 36,322  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 72  | D          | \$16.98 | 36,250  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 178   | D          | \$16.99 | 36,072  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 27  | D          | \$17    | 36,045  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 97  | D          | \$17.01 | 35,948  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 179   | D          | \$17.02 | 35,769  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 18  | D          | \$17.04 | 35,751  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 107   | D          | \$17.14 | 35,644  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 89  | D          | \$17.5  | 35,555  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 36  | D          | \$17.52 | 35,519  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 205   | D          | \$17.53 | 35,314  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 54  | D          | \$17.54 | 35,260  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 11  | D          | \$17.55 | 35,249  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 250   | D          | \$17.56 | 34,999  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 376   | D          | \$17.57 | 34,623  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 230   | D          | \$17.58 | 34,393  | D  |   |
| Common Stock                    | 01/09/2006                           |  | s <sup>(1)</sup>               |   | 54  | D          | \$17.6  | 34,339  | D  |   |

**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 |   |  |  |   |  |

**Explanation of Responses:**

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

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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