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 APPRO	VAL
OMB Number:	3235-0287
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hours per response:	0.5

			2. Issuer Name and Ticker or Trading Symbol <u>REGENERON PHARMACEUTICALS</u> <u>INC</u> [REGN]		tionship of Reporting Person(s) to Issuer (all applicable) Director 10% Owner Officer (give title Other (specify below) below)		
(Last) 777 OLD SAW M) (First) (Middle) OLD SAW MILL RIVER ROAD		3. Date of Earliest Transaction (Month/Day/Year) 04/04/2011		SVP Res and Dev	Sciences	
(Street) TARRYTOWN (City)	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 Repo Form filed by More thar Person	orting 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)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Common Stock	04/04/2011		M ⁽¹⁾		92,308	A	\$1 <mark>3</mark>	142,658	D		
Common Stock	04/04/2011		F ⁽¹⁾		26,356	D	\$45.53	116,302	D		
Common Stock	04/04/2011		F ⁽¹⁾		31,837	D	\$45.53	84,465	D		
Common Stock	04/05/2011		S ⁽¹⁾		11,200	D	\$45.83(2)	73,265	D		
Common Stock	04/05/2011		S ⁽¹⁾		22,915	D	\$46.23(3)	50,350	D		
Common Stock								5,335	I	By 401(k) Plan	

	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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		curities Derivative lying Security ative Security (Instr. 5)		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)	\$13	04/04/2011		M ⁽¹⁾			92,308	(4)	12/15/2013	Common Stock	92,308	(5)	0	D	

Explanation of Responses:

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

2. The reporting person sold 11,200 shares of Company stock on April 5, 2011 at prices ranging from \$45.56 to \$45.99. 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 April 5, 2011 at each separate price.

3. The reporting person sold 22,915 shares of Company stock on April 5, 2011 at prices ranging from \$46.00 to \$46.46. 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 April 5, 2011 at each separate price.

4. 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.

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

/s/**Neil Stahl ** Signature of Reporting Person 04/05/2011 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.

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 Number.