SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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			or Section 30(h) of the Investment Company Act of 1940				
1. Name and Address of Reporting Person [*] <u>GOLDBERG MURRAY A</u>			2. Issuer Name and Ticker or Trading Symbol <u>REGENERON PHARMACEUTICALS</u> <u>INC</u> [REGN]		tionship of Reporting Perso all applicable) Director Officer (give title below)	n(s) to Issuer 10% Owner Other (specify below)	
(Last)(First)(Middle)777 OLD SAW MILL RIVER ROAD		()	3. Date of Earliest Transaction (Month/Day/Year) 11/06/2006		SVP Fin & Admin, CFO, & Treas		
(Street) TARRYTOWN	NY	10591	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	ing Person	
(City)	(State)	(Zip)			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)		Transaction Disposed Of (D) (Instr. 3, 4 and Code (Instr. 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 (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	on(s)	
Common Stock	11/08/2006		S ⁽¹⁾		300	D	\$23.56	37,363	D	
Common Stock	11/08/2006		S ⁽¹⁾		1,304	D	\$23.67	36,059	D	
Common Stock	11/08/2006		S ⁽¹⁾		1,029	D	\$23.68	35,030	D	
Common Stock	11/08/2006		S ⁽¹⁾		132	D	\$23.75	34,898	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. Transa Code (8)	iction Instr.	of Deri Secu Acqu (A) c Disp of (E	umber vative urities uired or oosed 0) (Instr. 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				
Incentive Stock Option (right to buy)	\$8.625	11/07/2006		M ⁽¹⁾			500	(2)	01/01/2008	Common Stock	500	(2)	8,824	D	
Incentive Stock Option (right to buy)	\$9.5	11/06/2006		M ⁽¹⁾			10,000	(2)	02/01/2007	Common Stock	10,000	(2)	0	D	
Non- Qualified Stock Option (right to buy)	\$7.41	11/06/2006		M ⁽¹⁾			5,899	(2)	01/04/2009	Common Stock	5,899	(2)	0	D	
Non- Qualified Stock Option (right to buy)	\$8.625	11/07/2006		M ⁽¹⁾			3,676	(2)	01/01/2008	Common Stock	3,676	(2)	0	D	
Non- Qualified Stock Option (right to buy)	\$8.77	11/07/2006		M ⁽¹⁾			6,000	(2)	12/20/2009	Common Stock	6,000	(2)	27,189	D	
Non- Qualified Stock Option (right to buy)	\$9.5	11/06/2006		M ⁽¹⁾			15,000	(2)	02/01/2007	Common Stock	15,000	(2)	0	D	

Explanation of Responses:

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

2. An exercise date, exercise price, purchase price, sales price and expiration date are not applicable in this case.

<u>/s/**Murray A. Goldberg</u>

** Signature of Reporting Person

11/08/2006

Date

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

 \ast 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.