

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SHOOTER ERIC M</u>  (Last) (First) (Middle) <u>777 OLD SAW MILL RIVER ROAD</u>  (Street) <u>TARRYTOWN NY 10591</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>REGENERON PHARMACEUTICALS INC [ REGN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2012</u>	
	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	02/23/2012		C <sup>(1)</sup>		10,000	A	\$0	10,000	I	GRAT self
Common Stock	02/23/2012		S		9,600	D	\$103.51 <sup>(2)</sup>	400	I	GRAT self
Common Stock	02/23/2012		S		400	D	\$104.05 <sup>(3)</sup>	0	I	GRAT self
Common Stock	02/23/2012		C <sup>(1)</sup>		10,000	A	\$0	10,000	I	GRAT spouse
Common Stock	02/23/2012		S		9,600	D	\$103.51 <sup>(2)</sup>	400	I	GRAT spouse
Common Stock	02/23/2012		S		400	D	\$104.05 <sup>(3)</sup>	0	I	GRAT spouse
Common Stock								5,000	I	by Trust

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
Class A Stock	\$0	02/23/2012		C <sup>(1)</sup>			10,000	(4)	(4)	Common Stock	10,000	\$0	10,000	I	GRAT self
Class A Stock	\$0	02/23/2012		C <sup>(1)</sup>			10,000	(4)	(4)	Common Stock	10,000	\$0	10,000	I	GRAT spouse
Class A Stock	\$0 <sup>(1)</sup>							(1)	(1)	Common Stock	36,911		36,911	I	by Trust <sup>(5)</sup>

Explanation of Responses:

- Class A Stock of Regeneron Pharmaceuticals, Inc. ("Regeneron") converts to Common Stock of Regeneron on a one-to-one basis upon certain events.
- Represents volume-weighted average price of sales of 9,600 shares of Company stock on February 23, 2012 at prices ranging from \$103.01 to \$103.98. 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 GRAT on February 23, 2012 at each separate price.
- Represents volume-weighted average price of sales of 400 shares of Company stock on February 23, 2012 at prices ranging from \$104.01 to \$104.12. 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 GRAT on February 23, 2012 at each separate price.
- Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are not applicable in this case.
- The reporting person and his spouse are co-trustees and beneficiaries of the Shooter Family Trust.

/s/\*\*Eric M. Shooter 02/24/2012

\*\* 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.

