

**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
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<b>1. Name and Address of Reporting Person*</b> <u>Sanofi</u>  (Last) (First) (Middle) <u>54 RUE LA BOETIE</u>  (Street) <u>PARIS 10 75008</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>REGENERON PHARMACEUTICALS INC [ REGN ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/24/2014</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting 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 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	03/24/2014		P		3,027 <sup>(1)(2)</sup>	A	\$299.0082 <sup>(1)(3)</sup>	18,486,392	I	See note <sup>(4)</sup>
Common Stock	03/24/2014		P		3,988 <sup>(1)(2)</sup>	A	\$300.2401 <sup>(1)(5)</sup>	18,490,380	I	See note <sup>(4)</sup>
Common Stock	03/24/2014		P		1,582 <sup>(1)(2)</sup>	A	\$301.2392 <sup>(1)(6)</sup>	18,491,962	I	See note <sup>(4)</sup>
Common Stock	03/24/2014		P		1,509 <sup>(1)(2)</sup>	A	\$302.0969 <sup>(1)(7)</sup>	18,493,471	I	See note <sup>(4)</sup>
Common Stock	03/24/2014		P		6,592 <sup>(1)(2)</sup>	A	\$303.3339 <sup>(1)(8)</sup>	18,500,063	I	See note <sup>(4)</sup>
Common Stock	03/24/2014		P		22,106 <sup>(1)(2)</sup>	A	\$304.3466 <sup>(1)(9)</sup>	18,522,169	I	See note <sup>(4)</sup>
Common Stock	03/24/2014		P		39,976 <sup>(1)(2)</sup>	A	\$305.0842 <sup>(1)(10)</sup>	18,562,145	I	See note <sup>(4)</sup>
Common Stock	03/24/2014		P		45,101 <sup>(1)(2)</sup>	A	\$306.2251 <sup>(1)(11)</sup>	18,607,246	I	See note <sup>(4)</sup>
Common Stock	03/24/2014		P		32,358 <sup>(1)(2)</sup>	A	\$307.1719 <sup>(1)(12)</sup>	18,639,604	I	See note <sup>(4)</sup>
Common Stock	03/24/2014		P		24,473 <sup>(1)(2)</sup>	A	\$308.2074 <sup>(1)(13)</sup>	18,664,077	I	See note <sup>(4)</sup>
Common Stock	03/24/2014		P		20,627 <sup>(1)(2)</sup>	A	\$309.3008 <sup>(1)(14)</sup>	18,684,704	I	See note <sup>(4)</sup>
Common Stock	03/24/2014		P		36,189 <sup>(1)(2)</sup>	A	\$310.2267 <sup>(1)(15)</sup>	18,720,893	I	See note <sup>(4)</sup>
Common Stock	03/24/2014		P		36,778 <sup>(1)(2)</sup>	A	\$311.2042 <sup>(1)(16)</sup>	18,757,671	I	See note <sup>(4)</sup>
Common Stock	03/24/2014		P		17,213 <sup>(1)(2)</sup>	A	\$312.1853 <sup>(1)(17)</sup>	18,774,884	I	See note <sup>(4)</sup>
Common Stock	03/24/2014		P		11,628 <sup>(1)(2)</sup>	A	\$313.1076 <sup>(1)(18)</sup>	18,786,512	I	See note <sup>(4)</sup>
Common Stock	03/24/2014		P		3,798 <sup>(1)(2)</sup>	A	\$314.215 <sup>(1)(19)</sup>	18,790,310	I	See note <sup>(4)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying 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)
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Explanation of Responses:											
1. The number of securities reported represents an aggregate number of shares purchased in multiple market transactions over a range of purchase prices. The price reported represents the weighted average price per share. The Reporting Person undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares purchased by the Reporting Person at each separate price within the range.											
2. Represents shares acquired directly by sanofi-aventis Amerique du Nord ("SAAN").											
3. Purchase prices range from \$298.41 to \$299.31 per share, inclusive.											
4. Indirectly owned through (a) SAAN, a direct, wholly-owned subsidiary of Sanofi, and (b) Aventis Pharmaceuticals (Aventis"), an indirect, wholly-owned subsidiary of SAAN. After giving effect to all acquisitions reported on this Form 4, the number of shares beneficially owned directly by SAAN and Aventis was 15,997,758 shares and 2,793,552 shares, respectively. Pursuant to the Amended and Restated Investor Agreement, dated as of January 11, 2014, by and among Sanofi, SAAN, sanofi-aventis US LLC, Aventis (collectively, the "Sanofi Parties") and the Issuer, the Sanofi Parties have agreed to vote their respective shares of the Issuer, subject to specified exceptions, in accordance with the recommendation of the Issuers Board of Directors.											
5. Purchase prices range from \$299.60 to \$300.59 per share, inclusive.											
6. Purchase prices range from \$300.60 to \$301.58 per share, inclusive.											
7. Purchase prices range from \$301.66 to \$302.60 per share, inclusive.											
8. Purchase prices range from \$302.68 to \$303.67 per share, inclusive.											
9. Purchase prices range from \$303.69 to \$304.68 per share, inclusive.											
10. Purchase prices range from \$304.69 to \$305.68 per share, inclusive.											
11. Purchase prices range from \$305.69 to \$306.68 per share, inclusive.											
12. Purchase prices range from \$306.69 to \$307.68 per share, inclusive.											
13. Purchase prices range from \$307.69 to \$308.68 per share, inclusive.											
14. Purchase prices range from \$308.69 to \$309.68 per share, inclusive.											
15. Purchase prices range from \$309.69 to \$310.68 per share, inclusive.											
16. Purchase prices range from \$310.69 to \$311.68 per share, inclusive.											
17. Purchase prices range from \$311.69 to \$312.68 per share, inclusive.											
18. Purchase prices range from \$312.69 to \$313.68 per share, inclusive.											
19. Purchase prices range from \$313.69 to \$314.63 per share, inclusive.											

**Remarks:**

Due to technical limitation of the number of transactions reported, this report is 2 of 2.

[/s/ John Felitti, Associate Vice President, Corporate Law, Financial & Securities Law](#)      03/25/2014  
 \*\* 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.

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.