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).
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## 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 APPR	OVAL
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		or Section 30(h)					940				
1. Name and Address of Reporting Person* Sanofi	2. Issuer Name a <u>REGENER</u>	<u>ON P</u>				ionship of Reporting all applicable) Director	g Person(s) to Is				
	INC [ REGN		Officer (give title	Other	(specify						
(Last) (First) 54, RUE LA BOETIE	3. Date of Earliest Transaction (Month/Day/Year) 07/02/2014 below) below)										
	4. If Amendment,	. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applica									
(Street) PARIS I0							Line) X	Form filed by One Form filed by Mor			
(City) (State)	(Zip)								Person		
Tab	le I - Non-Deriva	ative Securitie	s Acq	uire	d, Dispose	d of, c	or Benefie	cially (	Dwned		
1. Title of Security (Instr. 3)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Dispo (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	07/02/2014		Р		<b>6,151</b> <sup>(1)(2)</sup>	A	\$298.90	59 <sup>(1)(3)</sup>	20,689,792	Ι	See note <sup>(4)</sup>
Common Stock	07/02/2014		Р		18,945(1)(2)	A	\$299.87	29 <sup>(1)(5)</sup>	20,708,737	Ι	See note <sup>(4)</sup>
Common Stock	07/02/2014		Р		10,900(1)(2)	A	\$300.55	58 <sup>(1)(6)</sup>	20,719,637	I	See note <sup>(4)</sup>
Common Stock	07/02/2014		Р		<b>6,673</b> <sup>(1)(2)</sup>	A	\$301.63	<b>31</b> <sup>(1)(7)</sup>	20,726,310	I	See note <sup>(4)</sup>
Common Stock	07/02/2014		Р		1,700 <sup>(1)(2)</sup>	A	\$303.02	29 <sup>(1)(8)</sup>	20,728,010	I	See note <sup>(4)</sup>
Common Stock	07/02/2014		Р		2,425 <sup>(1)(2)</sup>	A	\$304.19	<b>3</b> (1)(9)	20,730,435	I	See note <sup>(4)</sup>
Common Stock	07/02/2014		Р		<b>8,741</b> <sup>(1)(2)</sup>	A	\$305.206	62 <sup>(1)(10)</sup>	20,739,176	Ι	See note <sup>(4)</sup>
Common Stock	07/02/2014		Р		7,138 <sup>(1)(2)</sup>	A	\$306.339	95 <sup>(1)(11)</sup>	20,746,314	Ι	See note <sup>(4)</sup>
Common Stock	07/02/2014		Р		18,997(1)(2)	A	\$307.252	25 <sup>(1)(12)</sup>	20,765,311	Ι	See note <sup>(4)</sup>
Common Stock	07/02/2014		Р		35,400 <sup>(1)(2)</sup>	A	\$308.433	<b>34</b> <sup>(1)(13)</sup>	20,800,711	Ι	See note <sup>(4)</sup>
Common Stock	07/02/2014		Р		30,530 <sup>(1)(2)</sup>	A	\$309.358	<b>38</b> <sup>(1)(14)</sup>	20,831,241	I	See note <sup>(4)</sup>
Common Stock	07/02/2014		Р		28,290(1)(2)	A	\$310.13	58 <sup>(1)(15)</sup>	20,859,531	I	See note <sup>(4)</sup>
Common Stock	07/02/2014		Р		30,510 <sup>(1)(2)</sup>	A	\$311.319	<b>3</b> (1)(16)	20,890,041	I	See note <sup>(4)</sup>
Common Stock	07/02/2014		Р		6,000 <sup>(1)(2)</sup>	A	\$311.924	<b>43</b> <sup>(1)(17)</sup>	20,896,041	I	See note <sup>(4)</sup>
Т	able II - Derivativ (e.g., pu	ve Securities <i>i</i> ts, calls, warra							/ned		
1. Title of 2. 3. Transaction	3A. Deemed 4		-	•	e Exercisable an		Title and	-	ce of 9. Number of	f 10.	11. Nature

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr.	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)

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		Ta	ble II - Derivat (e.g., p					uired, Disp , options,	convertit		Ior	r			
1. Title of Derivative	2. Conversion	3. Transaction	3A. Deemed	<b>C</b> ode		€A)Ni	um(160e)r	Date 6xDectisEbler Expiration D		7itTetle	of aSolidiares tof	8. Price of Derivative	9. Number of	10. Ownership	11. Nature
( <b>Instr. 3)</b> 1. The number price per share	of Elespises Price of of securities r	ig Person undertakes		Code ( 8) Shares the SE	purchas C, the Is	Secu Acqu SS(A) t	vative Inities Inities Uired Or a sto Or a sto	(Month/Day/ e market transa	Year) ctions over a r	Securi Underl Deriva Securi and 4)	ying firchase pri tive ty (instr. 3	Security (Instr. 5) ces. The price	Securities Beneficially reported represen owned hased by the Repo Following Reported	Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4) each
entered into w	vith a broker on	June 27, 2014.	ventis Amerique du N per share, inclusive.	ord ("S	AAN").	₽ħ <b>¢</b> Ċ	hares v r. 3, 4	vere purchased	pursuant to a j			ply with Rule		nder the Excha	nge Act,
4. Indirectly o acquisitions re investor Agree	wned through eported on this ement, dated as	(a) SAAN, a direct, v Form 4, the number of s of January 11, 2014	wholly-owned subsidia of shares beneficially by and among Sanof d exceptions, in accor	owned i, SAA	directly N, sanof	by SA fi-avei	AAN an ntis US	d Aventis was 1 LLC, Aventis (	18,096,489 sh collectively, t	ares and 2 he "Sanot	2,799,552 sl	hares, respecti	vely. Pursuant to	the Amended a	nd Restated
. Purchase pr	ices range from	n \$299.29 to \$300.28	per share, inclusive. per share, inclusive.	iance w	iui uie i		•	•			* Amount , or Number			• •	
			) per share, inclusive. per share, inclusive.	Code	v .	. (A)	. (D)	<sup>•</sup> Date , Exercisable	Expiration		of Shares				
	0		8 per share, inclusive. 60 per share, inclusive												
	0		'6 per share, inclusive '6 per share, inclusive												
	. 0		80 per share, inclusive 80 per share, inclusive												
	. 0		80 per share, inclusive 80 per share, inclusive												
17. Purchase p Remarks		om \$311.81 to \$312.1	1 per share, inclusive												

/s/ John Felitti, Associate Vice President, Corporate Law,

Financial & Securities Law

07/03/2014

\*\* Signature of Reporting Person 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.

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