FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

| OMB Number: | 3235-028 |
|-------------------------|----------|
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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

| 1. Name and Address SHOOTER EI | s of Reporting Person* | | | REGE | Name and Ticker | | , | | S INC | | ationship of Reporting k all applicable) Director | Person(s) to Iss | | |
|---|--|--|--------|---|---|---------------------------------|----------------------------------|----------------------------|--|---|---|--|----------------------------|--|
| | | | | [REGN] | | | | | | | | | | |
| (Last) | (First) | | | | | | _ | Officer (give title below) | Otner below | (specify) | | | | |
| ` ′ | IILL RIVER ROA | (Middle) | | 3. Date of 11/26/2 | | st Transaction (Month/Day/Year) | | | | | | | | |
| (Street) | | | | 4. If Ame | endment, Date of O | riginal F | iled (I | Month/Day/Yea | ar) | 6. Indi Line) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | |
| TARRYTOWN | NY | 10591 | | | | | | | | X | Form filed by One Reporting Person | | | |
| (City) | (State) | (Zip) | | For | | | | | Form filed by More than One Reporting Person | | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | |
| | | 2. Transaction Date (Month/Day/Year) | | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities A Disposed Of (| | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | |
| Common Stock | | | 11/26 | 5/2013 | | С | | 8,185 | A | \$0.0 | 8,185 | I | by Trust ⁽¹⁾ | |
| Common Stock | | | 11/26 | 5/2013 | | G ⁽²⁾ | V | 7,275 | D | \$0.0 | 910 | I | by Trust ⁽¹⁾ | |
| Common Stock | | | 11/26 | 5/2013 | | G ⁽²⁾ | v | 910 | D | \$0.0 | 0 | I | by Trust ⁽¹⁾ | |
| Common Stock | | | | | | | | | | | 2,500 | I | GRAT self | |
| Common Stock Common Stock Common Stock Common Stock | | | | | | | | | | | 2,500 | I | GRAT spouse | |
| | | Table II - | Deriva | tive Sec | curities Acqui | red D | isno | sed of or | Renefi | rially O | wned | | | |

(e.g., puts, calls, warrants, options, convertible securities)

| (e.g., pane, cane, marraine, opinione, communities) | | | | | | | | | | | | | | | |
|---|---|--|---|------------------------------|---|---|----------------------|--|--------------------|---|--|---|--|--|--|
| 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) | | 6. Date Exerc Expiration Da (Month/Day/Y | ate | 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 | 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 | | Transaction(s) (Instr. 4) | | |
| Class A Stock | (3) | 06/06/2013 | | G ⁽⁴⁾ | | | 2,778 ⁽⁵⁾ | (6) | (7) | Common Stock | 2,778 | \$0.0 | 0 | D | |
| Class A Stock | \$0.0 ⁽³⁾ | 08/08/2013 | | G | | | 4,857 ⁽⁸⁾ | (6) | (7) | Common Stock | 4,857 | \$0.0 | 2,643 | I | GRAT self |
| Class A Stock | \$0.0 ⁽³⁾ | 08/08/2013 | | G | | | 4,857 ⁽⁸⁾ | (6) | (7) | Common Stock | 4,857 | \$0.0 | 2,643 | I | GRAT spouse |
| Class A Stock | (3) | 06/06/2013 | | G ⁽⁹⁾ | | | 2,778 ⁽⁵⁾ | (6) | (7) | Common Stock | 2,778 | \$0.0 | 0 | I | by Spouse |
| Class A Stock | (3) | 06/06/2013 | | G | | 5,556 ⁽⁵⁾ | | (6) | (7) | Common Stock | 5,556 | \$0.0 | 5,556 | I | by Trust ⁽¹⁾ |
| Class A Stock | (3) | 08/08/2013 | | G | | 9,714 ⁽⁸⁾ | | (6) | (7) | Common Stock | 9,714 | \$0.0 | 15,270 | I | by Trust ⁽¹⁾ |
| Class A Stock | (3) | 11/26/2013 | | С | | | 8,185 | (6) | (7) | Common Stock | 8,185 | \$0.0 | 7,085 | I | by Trust ⁽¹⁾ |
| Class A Stock | (3) | 06/06/2013 | | G ⁽⁹⁾ | | 14,444 ⁽⁴⁾ | | (6) | (7) | Common Stock | 14,444 | \$0.0 | 14,444 | I | by trust for daughte ⁽¹⁰⁾ |

Explanation of Responses:

- 1. The reporting person and his spouse are co-trustees and beneficiaries of the Shooter Family Trust.
- 2. Gift of Common Stock to a charitable foundation.
- 3. Class A Stock of Regeneron Pharmaceuticals, Inc. ("Regeneron") converts to Common Stock of Regeneron on a one-to-one basis upon certain events or upon election of the shareholder.
- 4. Following termination of a GRAT of the reporting person, 2,778 shares of Class A Stock were transferred to the Shooter Family Trust and 7,222 shares of Class A Stock were transferred to a trust for the benefit of the reporting person's daughter, as indicated in this report.
- $5. \ The \ reporting \ person \ and \ his \ spouse \ each \ contributed \ 2,778 \ shares \ of \ Class \ A \ Stock \ to \ the \ Shooter \ Family \ Trust.$
- 6. Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are not applicable in this case.
- 7. Shares of Class A Stock are convertible at any time on a share-for-share basis into Common Stock.
- 8. The reporting person and his spouse each contributed 4,857 shares of Class A Stock received as distribution from their respective GRATs to the Shooter Family Trust.
- 9. Following termination of a GRAT of the reporting person's spouse, 2,778 shares of Class A Stock were transferred to the Shooter Family Trust and 7,222 shares of Class A Stock were transferred to a trust for the benefit of the reporting person's daughter, as indicated in this report.
- 10. A trust for the benefit of the reporting person's adult daughter, of which the reporting person and his spouse serve as co-trustees.

/s/**Eric M. Shooter

11/28/2013

** 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.

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