| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287

0.5

Estimated average burden

hours per response:

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

| 1. Name and Address of Reporting Person* <u>MURPHY ANDREW J</u> | RE | suer Name and Tic GENERON C. [REGN] | | | | | ationship of Reportin k all applicable) Director Officer (give title | 10% C | | | |
|--|--------------------------------------|--|---------------------------------|---|---------|------------------------------|---|--------------------------------|--|---|---|
| (Last) (First) (Mid 777 OLD SAW MILL RIVER ROAD | dle) | | ate of Earliest Tran 16/2022 | saction | (Mont | h/Day/Year) | | below) below) EVP Research | | | |
| (Street) TARRYTOWN NY 105 (City) (State) (Zip) | | 4. If | Amendment, Date | of Origii | nal Fil | ed (Month/Da | y/Year) | 6. Ind Line) X | ividual or Joint/Group Form filed by One Form filed by Mor Person | e Reporting Pers | on |
| Table I | - Non-Deriva | ative | Securities Ac | quire | d, Di | isposed o | f, or B | eneficially | Owned | | |
| 1. Title of Security (Instr. 3) | 2. Transactio Date (Month/Day/ | | Execution Date, | 3. Transaction Code (Instr. 8) | | 4. Securities 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 (Instr. 4) |
| | | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1130.4) |
| Common Stock | 05/16/20 | 22 | | M ⁽¹⁾ | | 10,000 | A | \$179.13 | 68,470 | D | |
| Common Stock | 05/16/20 | 22 | | F ⁽¹⁾ | | 6,457 | D | \$648.31 | 62,013 | D | |
| Common Stock | 05/17/20 | 22 | | S ⁽¹⁾ | | 59 | D | \$655.4 | 61,954 | D | |
| Common Stock | 05/17/20 | 22 | | S ⁽¹⁾ | | 58 | D | \$656.52 | 61,896 | D | |
| Common Stock | 05/17/20 | 22 | | S ⁽¹⁾ | | 60 | D | \$657.51 | 61,836 | D | |
| Common Stock | 05/17/20 | 22 | | S ⁽¹⁾ | | 123 | D | \$658.56 | 61,713 | D | |
| Common Stock | 05/17/20 | 22 | | S ⁽¹⁾ | | 77 | D | \$660.32 ⁽²⁾ | 61,636 | D | |
| Common Stock | 05/17/20 | 22 | | S ⁽¹⁾ | | 465 | D | \$661.46 ⁽³⁾ | 61,171 | D | |
| Common Stock | 05/17/20 | 22 | | S ⁽¹⁾ | | 779 | D | \$662.57 ⁽⁴⁾ | 60,392 | D | |
| Common Stock | 05/17/20 | 22 | | S ⁽¹⁾ | | 472 | D | \$663.6 ⁽⁵⁾ | 59,920 | D | |
| Common Stock | 05/17/20 | 22 | | S ⁽¹⁾ | | 428 | D | \$664.32(6) | 59,492 | D | |
| Common Stock | 05/17/20 | 22 | | S ⁽¹⁾ | | 126 | D | \$665.36 | 59,366 | D | |
| Common Stock | 05/17/20 | 22 | | S ⁽¹⁾ | | 352 | D | \$666.23(7) | 59,014 | D | |
| Common Stock | 05/17/20 | 22 | | S ⁽¹⁾ | | 154 | D | \$667.49 ⁽⁸⁾ | 58,860 | D | |
| Common Stock | 05/17/20 | 22 | | S ⁽¹⁾ | | 180 | D | \$668.68 ⁽⁹⁾ | 58,680 | D | |
| Common Stock | 05/17/20 | 22 | | S ⁽¹⁾ | | 153 | D | \$669.12(10) | 58,527 | D | |
| Common Stock | 05/17/20 | 22 | | S ⁽¹⁾ | | 57 | D | \$670.49 | 58,470 | D | |
| Common Stock | | | | | | | | | 4,285 | Ι | By 401(k) Plan |

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) | | 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 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 | | | | |
| Non- Qualified Stock Option (right to buy) | \$179.13 | 05/16/2022 | | M ⁽¹⁾ | | | 10,000 | (11) | 12/14/2022 | Common Stock | 10,000 | \$0.0 | 20,000 | D | |

Explanation of Responses:

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

2. Represents volume-weighted average price of sales of 77 shares of Company stock on May 17, 2022 at prices ranging from \$660.18 to \$660.72. 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 reporting person on May 17, 2022 at each separate price.

Represents volume-weighted average price of sales of 465 shares of Company stock on May 17, 2022 at prices ranging from \$661.16 to \$661.93. 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 reporting person on May 17, 2022 at each separate price.
 Represents volume-weighted average price of sales of 779 shares of Company stock on May 17, 2022 at prices ranging from \$662.29 to \$662.89. 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 reporting person on May 17, 2022 at each separate price.
 Represents volume-weighted average price of sales of 472 shares of Company stock on May 17, 2022 at prices ranging from \$663.20 to \$663.80. 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 reporting person on May 17, 2022 at each separate price.
 Represents volume-weighted average price of sales of 428 shares of Company stock on May 17, 2022 at prices ranging from \$664.01 to \$664.80. 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 reporting person on May 17, 2022 at each separate price.
 Represents volume-weighted average price of sales of 352 shares of Company stock on May 17, 2022 at prices ranging from \$664.01 to \$664.80. 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 reporting person on May 17, 2022 at each separate price.
 Represents volume-weighted average price of sales of 154 shares of Compan

/s/**Andrew Murphy

05/17/2022

Date

** Signature of Reporting Person

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.