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).

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 APPROVAL									
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1. Name and Addres <u>Terifay Rober</u>	<u>t J</u>		2. Issuer Name and Tic REGENERON I INC [REGN]	PHARMA	CEUTICALS		tionship of Reportin all applicable) Director Officer (give title below)	suer Wner (specify			
(Last) 777 OLD SAW M	st) (First) (Middle) 7 OLD SAW MILL RIVER ROAD		3. Date of Earliest Trans 08/05/2015	saction (Month	/Day/Year)		SVP Co				
(Street)			4. If Amendment, Date	of Original File	d (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group	Filing (Check A	pplicable		
TARRYTOWN	NY	10591				X	Form filed by One	e Reporting Pers	on		
(City)	(State)	(Zip)					Form filed by Mor Person	e than One Repo	orting		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1 Title of Security (Instr 3)	2 Transact	ion 24 Deemed	3	4 Securities Acquired (A) or		5 Amount of	6 Ownershin	7 Nature		

1. Title of Security (Instr. 3)	str. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed 3. 4. Securities Acquired (A) or Execution Date, if any (Month/Day/Year) 8) Code (Instr. 8)					(A) or 3, 4 and 5)	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	mount (A) or (D)		Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	08/05/2015		М		3,264	A	\$30.63	23,293	D		
Common Stock	08/05/2015		М		29,236	A	\$30.63	52,529	D		
Common Stock	08/05/2015		F		1,521	D	\$588.64	51,008	D		
Common Stock	08/05/2015		F		14,292	D	\$588.64	36,716	D		
Common Stock	08/06/2015		S		2,007	D	\$585.22(1)	34,709	D		
Common Stock	08/06/2015		S		2,482	D	\$587.35(2)	32,227	D		
Common Stock	08/06/2015		S		2,126	D	\$588.55 ⁽³⁾	30,101	D		
Common Stock	08/06/2015		S		2,542	D	\$589.76 ⁽⁴⁾	27,559	D		
Common Stock	08/06/2015		S		2,486	D	\$590.57(5)	25,073	D		
Common Stock	08/06/2015		S		957	D	\$591.75 ⁽⁶⁾	24,116	D		
Common Stock	08/06/2015		S		23	D	\$592.4	24,093	D		
Common Stock	08/06/2015		S		800	D	\$593.66	23,293	D		
Common Stock								1,651	I	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)		of Deri Sec Acq (A) (Disp of (I	umber vative urities uired or oosed D) (Instr. and 5)	6. Date Exerc Expiration Da (Month/Day/N	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				
Incentive Stock Option (right to buy)	\$30.63	08/05/2015		М			3,264	(7)	12/14/2020	Common Stock	3,264	\$0.0	0	D	
Non- Qualified Stock Option (right to buy)	\$30.63	08/05/2015		М			29,236	(7)	12/14/2020	Common Stock	29,236	\$0.0	0	D	

Explanation of Responses:

1. Represents volume-weighted average price of sales of 2,007 shares of Company stock on August 6, 2015 at prices ranging from \$584.77 to \$585.63. 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 August 6, 2015 at each separate price. 2. Represents volume-weighted average price of sales of 2,482 shares of Company stock on August 6, 2015 at prices ranging from \$587.03 to \$587.88. 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 August 6, 2015 at each separate price. 3. Represents volume-weighted average price of sales of 2,126 shares of Company stock on August 6, 2015 at prices ranging from \$588.07 to \$589.00. 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 August 6, 2015 at each separate price.

4. Represents volume-weighted average price of sales of 2,542 shares of Company stock on August 6, 2015 at prices ranging from \$589.12 to \$590.11. 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 August 6, 2015 at each separate price.

5. Represents volume-weighted average price of sales of 2,486 shares of Company stock on August 6, 2015 at prices ranging from \$590.12 to \$591.09. 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 August 6, 2015 at each separate price.

6. Represents volume-weighted average price of sales of 957 shares of Company stock on August 6, 2015 at prices ranging from \$591.22 to \$592.00. 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 August 6, 2015 at each separate price.

7. The stock option award (combined incentive stock option and non-qualified stock option) vests in four equal annual installments, commencing one year after the date of grant.

<u>/s/**Robert J. Terifay</u>

** Signature of Reporting Person

08/07/2015

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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