FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

2. Issuer Name and Ticker or Trading Symbol

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

BROWN MICHAEL S

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

REGENERON PHARMACEUTICALS,

| BROWN MICHAEL S | | | | | | INC. [REGN] | | | | | | | | X | Directo | | 10% Owner | | | |
|---|---|---|----------|---|---|--|-------------------------|------------------------------|--|--|---------------------------------|--|--------------------------------|--|---|--|----------------------------------|---|--|--|
| (Last) (First) (Middle) 777 OLD SAW MILL RIVER ROAD | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/08/2022 | | | | | | | | | Officer (give title Other (specify below) below) | | | | | |
| (Street) TARRYTOWN NY 10591 (City) (State) (Zip) | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Li | | | | | | | | | | ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| | | Tab | le I - N | lon-Deri | vative | Sec | uriti | es Ac | quire | d, D | isposed o | of, or B | enefi | cially | Owned | <u> </u> | | | | |
| 1. Title of Security (Instr. 3) | | | | 2. Transaction Date (Month/Day/Year | | 2A. Deemed Execution Date, | | 3. Transa Code (8) | action | 4. Securities Acquired (A) on Disposed Of (D) (Instr. 3, 4 a | | i (A) or | | 5. Amor Securiti Benefic Owned Reporte | 5. Amount of Securities Beneficially Owned Following Reported | | Direct Contract Endirect Etr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | | | | Code | V | Amount | (A) or (D) | Price | | Transac (Instr. 3 | and 4) | | | | |
| Common Stock | | | | 11/08/2 | | | | M ⁽¹⁾ | | 2,431 | A | \$37 | 4.12 | 3, | 513 | | D | | | |
| Common Stock | | | | 11/08/2022 | | | | S ⁽¹⁾ | | 1,764 | D | \$748.48 ⁽²⁾ | | 1, | ,749 | | D | | | |
| Common Stock | | | | 11/08/2 | | | | M ⁽¹⁾ | | 1,564 | A | \$482.68 | | 3, | ,313 | | D | | | |
| Common Stock | | | | 11/08/2 | | | | S ⁽¹⁾ | | 126 | D | \$751.23 ⁽³⁾ | | 3. | ,187 | | D | | | |
| Common Stock | | | | 11/08/2 | | | | S ⁽¹⁾ | | 203 | D | \$752.14 ⁽⁴⁾ | | 2, | ,984 | | D | | | |
| Common Stock | | | | 11/08/2 | | | | S ⁽¹⁾ | | 300 | D | \$753.66 ⁽⁵⁾ | | 2, | ,684 | | D | | | |
| Common Stock | | | | 11/08/2 | | | | S ⁽¹⁾ | | 200 | D | \$754.7 ⁽⁶⁾ | | 2, | ,484 | | D | | | |
| Common Stock | | | | 11/08/2022 | | | | | S ⁽¹⁾ | | 200 | D \$760 | | 0.7 ⁽⁷⁾ | 2,284 | | D | | | |
| Common Stock | | | | 11/08/2022 | | | | S ⁽¹⁾ | | 100 | D | \$761.53 | | 2, | ,184 | | D | | | |
| Common Stock | | | | 11/08/2 | | | S ⁽¹⁾ | | 200 | D | \$763 .19 ⁽⁸⁾ | | 1, | ,984 | | D | | | | |
| Common Stock | | | | 11/08/2 | | | S ⁽¹⁾ | | 200 | D | \$764.23 ⁽⁹⁾ | | 1, | ,784 | | D | | | | |
| Common Stock | | | | 11/08/2 | | | S ⁽¹⁾ | | 100 | D | \$765.19 | | 1, | ,684 | | D | | | | |
| Common Stock | | | | 11/08/2 | | | S ⁽¹⁾ | | 201 | D | \$766.74(10) | | 1, | 1,483 | | D | | | | |
| Common Stock | | | | 11/08/2 | | | S ⁽¹⁾ | | 201 | D | \$767.25(11) | | 1, | 1,282 | | D | | | | |
| Common Stock | | | | 11/08/2 | | | S ⁽¹⁾ | | 200 | D | \$768.11(12) | | 1,082 | | | D | | | | |
| Common Stock | | | | 11/08/2022 | | | | S ⁽¹⁾ | | 500 | D | \$748.49 | | 6. | 5,662 | | I l | y Trust | | |
| Common Stock | | | | | | | | | | | | | | | 5,000 | | | | SLAT ⁽¹³⁾ | |
| | | Т | able I | | | | | | | | posed of | | | | wned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | rersion Date Exercise (Month/Day/Year) if a of rative | | emed ion Date, | 4. Transaction Code (Instr. 8) | | 5. Number of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. D S(II | Price of erivative ecurity nstr. 5) | 9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4) | ly C | 10. Ownership Form: Direct (D) or Indirect I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | Code | v | (A) | (D) | Date Exercis | sable | Expiration Date | Title | Amo or Num of Shar | ber | | | | | | |
| Non- Qualified Stock Option (right to buy) | \$374.12 | 11/08/2022 | | | M ⁽¹⁾ | | 2,431 | | (14 | 4) | 01/02/2030 | Common Stock 2,43 | | 31 | \$0.0 | 0 | | D | | |
| Non- Qualified Stock Option (right to buy) | \$482.68 | 11/08/2022 | | | M ⁽¹⁾ | 1,564 | | (14 | (14) 01/04/2031 | | Common Stock | n 1,564 | | \$0.0 | 2,049 | | 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 1,764 shares of Company stock on November 8, 2022 at prices ranging from \$748.24 to \$748.58. 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 November 8, 2022 at each separate price.
- 3. Represents volume-weighted average price of sales of 126 shares of Company stock on November 8, 2022 at prices ranging from \$751.10 to \$751.75. Upon request by 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 November 8, 2022 at each separate price.
- 4. Represents volume-weighted average price of sales of 203 shares of Company stock on November 8, 2022 at prices ranging from \$752.02 to \$752.91. 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 November 8, 2022 at each separate price.
- 5. Represents volume-weighted average price of sales of 300 shares of Company stock on November 8, 2022 at prices ranging from \$753.15 to \$753.99. 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 November 8, 2022 at each separate price.
- 6. Represents volume-weighted average price of sales of 200 shares of Company stock on November 8, 2022 at prices ranging from \$754.68 to \$754.71. 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 November 8, 2022 at each separate price.
- 7. Represents volume-weighted average price of sales of 200 shares of Company stock on November 8, 2022 at prices ranging from \$760.50 to \$760.89. 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 November 8, 2022 at each separate price.
- 8. Represents volume-weighted average price of sales of 200 shares of Company stock on November 8, 2022 at prices ranging from \$763.18 to \$763.19. Upon request by 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 November 8, 2022 at each separate price.
- 9. Represents volume-weighted average price of sales of 200 shares of Company stock on November 8, 2022 at prices ranging from \$764.10 to \$764.35. 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 November 8, 2022 at each separate price.
- 10. Represents volume-weighted average price of sales of 201 shares of Company stock on November 8, 2022 at prices ranging from \$766.59 to \$766.92. 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 November 8, 2022 at each separate price.
- 11. Represents volume-weighted average price of sales of 201 shares of Company stock on November 8, 2022 at prices ranging from \$767.09 to \$767.36. 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 November 8, 2022 at each separate price.
- 12. Represents volume-weighted average price of sales of 200 shares of Company stock on November 8, 2022 at prices ranging from \$768.08 to \$768.14. 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 November 8, 2022 at each separate price.
- 13. These shares are held in a trust for the benefit of the reporting person's immediate family members. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- 14. On the date of the Issuer's first annual meeting of shareholders following the date of grant, a portion of these stock options equal to the portion of one year that had passed from the date of grant became exercisable, and the remainder became exercisable on the first anniversary of the date of grant.

<u>/s/**Michael S. Brown</u> 11/10/2022 ** 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.