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 |
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| 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

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| | | | or Section 30(h) of the Investment Company Act of 1940 | | | |
|--|----------------------------------|-----------------|--|------------------------|--|---|
| 1. Name and Addre | ess of Reporting Pers LFRED G | son* | 2. Issuer Name and Ticker or Trading Symbol <u>REGENERON PHARMACEUTICALS</u> <u>INC</u> [REGN] | | ationship of Reporting Per (all applicable) Director Officer (give title | son(s) to Issuer 10% Owner Other (specify |
| (Last) (First) 777 OLD SAW MILL RIVER | | (Middle) OAD | 3. Date of Earliest Transaction (Month/Day/Year) 04/29/2011 | | below) | below) |
| (Street) TARRYTOWN | NY | 10591 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | vidual or Joint/Group Filin Form filed by One Rep Form filed by More tha | orting Person |
| (City) | (State) | (Zip) | | | Person | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transa Code (8) | | | | | 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 | 04/29/2011 | | С | | 20,000 | Α | \$ <mark>0</mark> | 31,875 | D | |
| Common Stock | 05/02/2011 | | S ⁽¹⁾ | | 15,675 | D | \$50.68 ⁽²⁾ | 16,200 | D | |
| Common Stock | 05/02/2011 | | S ⁽¹⁾ | | 4,325 | D | \$51.11 ⁽³⁾ | 11,875 | D | |

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | Derivative Security | 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 | | | | |
| Class A Stock | \$0 ⁽⁴⁾ | 04/29/2011 | | С | | | 20,000 | (4) | (4) | Common Stock | 20,000 | (4) | 48,237 | D | |

Explanation of Responses:

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

2. The reporting person sold 15,675 shares of Company stock on May 2, 2011 at prices ranging from \$50.39 to \$50.95. 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 2, 2011 at each separate price.

3. The reporting person sold 4,325 shares of Company stock on May 2, 2011 at prices ranging from \$51.00 to \$51.63. 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 May 2, 2011 at each separate price.

4. An exercise date, exercise price, purchase price, sales price and expiration date are not applicable in this case.

/s/**Alfred G. Gilman

<u>05/02/2011</u> 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.