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 AP	PROVAL
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1. Name and Address of Reporting Person* STAHL NEIL			2. Issuer Name and Ticker or Trading Symbol <u>REGENERON PHARMACEUTICALS</u> <u>INC</u> [REGN]		ionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner Officer (give title Other (specify below) below)		
(Last) 777 OLD SAW N			3. Date of Earliest Transaction (Month/Day/Year) 05/23/2018		EVP Research and De	,	
(Street) TARRYTOWN 	NY (State)	10591 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	dual or Joint/Group Filing (Form filed by One Repor Form filed by More than (Person	ting 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)	any Code (Instr.) Disposed Of (D) (Instr. 3, 4 and		(A) or 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	05/23/2018		М		26,736	A	\$30.63	58,709	D	
Common Stock	05/23/2018		F		15,329	D	\$293.68	43,380	D	
Common Stock	05/24/2018		S ⁽¹⁾		11,407	D	\$295.09	31,973	D	
Common Stock								4,660	I	by GRAT
Common Stock								2,317	I	by GRAT
Common Stock								5,673	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)		n of		6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	\$30.63	05/23/2018		М			26,736	(2)	12/14/2020	Common Stock	26,736	\$0.0	0	D	

Explanation of Responses:

1. Represents volume-weighted average price of sales of 11,407 shares of Company stock on May 24, 2018 at prices ranging from \$295.00 to \$295.93. 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 24, 2018 at each separate price.

2. 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.

s/**N<u>eil Stahl</u>

** 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.

05/24/2018