

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

REGENERON PHARMACEUTICALS, INC.
 (Exact Name of Registrant as Specified in Its Charter)

NEW YORK 13-3444607
 (State or Other Jurisdiction (I.R.S. Employer
 of Incorporation or Organization) Identification No.)

777 OLD SAW MILL RIVER ROAD
 TARRYTOWN, NEW YORK 10591-6707
 (914) 347-7000
 (Address, Including Zip Code, and Telephone Number, Including Area Code,
 of Principal Executive Offices)

2000 LONG-TERM INCENTIVE PLAN

(Full Title of the Plans)

STUART KOLINSKI, ESQ.
 VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
 777 OLD SAW MILL RIVER ROAD
 TARRYTOWN, NEW YORK 10591-6707
 (914) 347-7000
 (Name, Address and Telephone Number of Agent for Service)

Copies to:

DAVID GOLDSCHMIDT, ESQ.
 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
 FOUR TIMES SQUARE
 NEW YORK, NEW YORK 10036-6522
 (212) 735-3000

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2) (3)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (3)	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$0.001 per share	7,500,000 shares	\$9.075	\$68,062,500	\$8,623.52

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, (the "Securities Act") this Registration Statement shall also cover, in addition to the number of shares stated above, an indeterminate number of additional shares of Common Stock, par value \$0.001 ("Common Stock") of the Registrant which may become issuable under the Registrant's 2000 Long-Term Incentive Plan (the "2000 Plan") by reason of certain corporate transactions or events, including any stock dividend, stock split or any other similar transaction effected which results in an increase in the number of the Registrant's outstanding shares of Common Stock.

(2) The fee is based solely on the 7,500,000 shares of Common Stock newly available for issuance under the 2000 Plan and is estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act solely for the purpose of calculating the registration fee based upon the average of the high and low sales prices for a share of Common Stock as reported on the NASDAQ National Market on September 20, 2004.

(3) Estimated solely for the purpose of calculating the registration fee.

This Registration Statement shall become effective upon filing in accordance with Rule 462(a) under the Securities Act.

Explanatory Note

This registration statement is being filed solely to register the issuance of up to 7,500,000 additional shares of Common Stock of the Registrant pursuant to the Registrant's 2000 Plan.

This registration statement is being filed pursuant to General Instruction E of Form S-8 under the Securities Act ("Instruction E"), and includes the registration statement facing page, this page, the signature page, an exhibit index and relevant opinions and consents. Pursuant to Instruction E, the contents of the Registrant's registration statements on Form S-8 (File Nos. 333-61132 and 333-97375) filed with the Securities and Exchange Commission on May 17, 2001 and July 30, 2002, respectively, are incorporated by reference into this Registration Statement.

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-8 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE VILLAGE OF TARRYTOWN, STATE OF NEW YORK, ON THE 24TH DAY OF SEPTEMBER, 2004.

REGENERON PHARMACEUTICALS, INC.

By: /s/ Leonard S. Schleifer, M.D., Ph.D.

 Leonard S. Schleifer, M.D., Ph.D.
 President and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints Leonard S. Schleifer and Stuart A. Kolinski, and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and additions to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

NAME ----	TITLE -----	DATE -----
/s/ P. Roy Vagelos, M.D. ----- P. Roy Vagelos, M.D.	Chairman of the Board of Directors	September 24, 2004
/s/ Leonard S. Schleifer, M.D., Ph.D. ----- Leonard S. Schleifer, M.D., Ph.D.	President and Chief Executive Officer and Director (Principal Executive Officer)	September 24, 2004
/s/ Murray A. Goldberg ----- Murray A. Goldberg	Senior Vice President, Finance & Administration, Chief Financial Officer, Treasurer and Assistant Secretary (Principal Financial Officer)	September 24, 2004
/s/ Douglas S. McCorkle ----- Douglas S. McCorkle	Controller and Assistant Treasurer (Chief Accounting Officer)	September 24, 2004

/s/ Charles A. Baker ----- Charles A. Baker	Director	September 24, 2004
/s/ Michael S. Brown, M.D. ----- Michael S. Brown, M.D.	Director	September 24, 2004
/s/ Alfred G. Gilman, M.D., Ph.D. ----- Alfred G. Gilman, M.D., Ph.D.	Director	September 24, 2004
/s/ Joseph L. Goldstein, M.D. ----- Joseph L. Goldstein, M.D.	Director	September 24, 2004
/s/ Arthur F. Ryan ----- Arthur F. Ryan	Director	September 24, 2004
/s/ Eric M. Shooter, Ph.D. ----- Eric M. Shooter, Ph.D.	Director	September 24, 2004
/s/ George Sing ----- George Sing	Director	September 24, 2004
/s/ George D. Yancopoulos, M.D., Ph.D. ----- George D. Yancopoulos, M.D., Ph.D.	Director	September 24, 2004

EXHIBIT INDEX

EXHIBIT
NUMBER

- 4.1 (a, b, c) Restated Certificate of Incorporation, as of June 21, 1991, as amended on October 18, 1996 and December 17, 2001.
- 4.2 (d) By-Laws of the Company, currently in effect (amended as of January 22, 1995).
- 4.3 (e) Specimen common stock certificate.
- 5.1 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
- 23.1 Consent of PricewaterhouseCoopers LLP, Independent Accountants.
- 23.2 Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney (included on signature page).

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- (a) Incorporated by reference to the Company's Form 10-Q for the quarter ended June 30, 1991, filed with the Commission on August 13, 1991.
- (b) Incorporated by reference to the Company's Form 10-Q for the quarter ended September 30, 1996, filed with the Commission on November 5, 1996.
- (c) Incorporated by reference to the Company's Form 10-K for the year ended December 31, 2001, filed with the Commission on March 22, 2002.
- (d) Incorporated by reference to the Company's Form 10-K for the year ended December 31 1994, filed with the Commission on March 30, 1995.
- (e) Incorporated by reference to Exhibit (a) to the Company's Form 8-A, filed with the Commission on February 20, 1991.

September 24, 2004

Regeneron Pharmaceuticals, Inc.
777 Old Saw Mill River Road
Tarrytown, New York 10591-6707

Re: Regeneron Pharmaceuticals, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel for Regeneron Pharmaceuticals, Inc., a New York corporation (the "Company"), in connection with the proposed issuance by the Company of up to 7,500,000 shares (the "Shares") of common stock, par value \$0.001 per share (the "Common Stock"), issuable pursuant to the Company's 2000 Long-Term Incentive Plan (the "2000 Plan").

This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act").

In rendering the opinion set forth herein, we have examined and relied on originals or copies of the following: (i) the Company's Registration Statement on Form S-8 filed with the U.S. Securities and Exchange Commission (the "Commission") on the date hereof under the Securities Act (the "Registration Statement"); (ii) the Amended and Restated Certificate of Incorporation of the Company, as certified by the Secretary of State of the State of New York; (iii) the By-Laws of the Company, certified by the Secretary of the Company as currently in effect; (iv) a specimen certificate representing the Common Stock; (v) resolutions of the Board of Directors of the Company, adopted April 2, 2004; (vi) resolutions of the Company's shareholders, adopted June 11, 2004, as certified by the Inspector of Elections of the Company's 2004 Annual Meeting of Shareholders; (vii) the 2000 Plan; (viii) the Company's Registration Statement on Form S-8 (File No. 333-61132) filed with the Commission on May 17, 2001; and (ix) the Company's Registration Statement on Form S-8 (File No. 333-97375) filed with the Commission on July 30, 2002.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates and records, as we have deemed necessary or appropriate as a basis for the opinions set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of executed documents and documents to be executed, we have assumed that the parties thereto other than the company had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein which we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others.

Members of our firm are admitted to the Bar in the State of New York, and we do not express any opinion as to the laws of any other jurisdiction, and we do not express any opinion as to the effect of any other laws on the opinion stated herein.

Based upon the foregoing and subject to the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that the issuance of the Shares has been duly authorized by the Company, and when (a) certificates representing the Shares in the form of the specimen certificate examined by us have been countersigned by an authorized officer of the transfer agent and registrar of the Common Stock (the "Transfer Agent"), (b) the Shares have been registered by the Transfer Agent on the stock record books of the Company, and (c) the Shares have been issued and delivered by the Company, and the entire amount of the consideration therefor has been received in full by the Company, in each case in accordance with the terms of the 2000 Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report, which is based in part on the report of other auditors, dated January 30, 2004, except for the last paragraph of Note 11b, as to which the date is February 27, 2004, relating to the financial statements of Regeneron Pharmaceuticals, Inc. (the "Company"), which appears in the Company's Annual Report on Form 10-K/A for the year ended December 31, 2003.

/s/ PRICEWATERHOUSECOOPERS LLP

New York, New York
September 24, 2004