

REGENERON PHARMACEUTICALS INC
 Form 4
 July 31, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Terifay Robert J

(Last) (First) (Middle)

777 OLD SAW MILL RIVER ROAD

(Street)

TARRYTOWN, NY 10591

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 REGENERON
 PHARMACEUTICALS INC
 [REGN]

3. Date of Earliest Transaction (Month/Day/Year)
 07/27/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP Commercial

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/27/2012		M ⁽¹⁾		14,000 A \$ 16.8	D	
Common Stock	07/27/2012		F ⁽¹⁾		1,711 D \$ 137.39	D	
Common Stock	07/27/2012		F ⁽¹⁾		5,661 D \$ 137.39	D	
Common Stock	07/27/2012		M ⁽¹⁾		24,375 A \$ 16.8	D	
	07/27/2012		F ⁽¹⁾		2,980 D	D	

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Common Stock					\$					
					137.39					
Common Stock	07/27/2012		F ⁽¹⁾	9,856	D	\$	27,539		D	
						137.39				
Common Stock	07/27/2012		M ⁽¹⁾	12,500	A	\$	40,039		D	
						21.92				
Common Stock	07/27/2012		F ⁽¹⁾	1,994	D	\$	38,045		D	
						137.39				
Common Stock	07/27/2012		F ⁽¹⁾	4,839	D	\$	33,206		D	
						137.39				
Common Stock	07/30/2012		S ⁽¹⁾	67	D	\$	33,139		D	
						134.99				
Common Stock	07/30/2012		S ⁽¹⁾	14,833	D	\$	18,306		D	
						135.49				
						(2)				
Common Stock	07/30/2012		S ⁽¹⁾	6,600	D	\$	11,706		D	
						136.26				
						(3)				
Common Stock	07/30/2012		S ⁽¹⁾	2,334	D	\$	9,372		D	
						137.58				
						(4)				
Common Stock							1,531		I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option	\$ 16.8	07/27/2012		M ⁽¹⁾	14,000	12/31/2011 ⁽⁵⁾ 12/17/2018	Common Stock

(right to buy)

Non-Qualified Stock Option (right to buy)	\$ 16.8	07/27/2012	M ⁽¹⁾	24,375	<u>(7)</u>	12/17/2018	Common Stock
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Non-Qualified Stock Option (right to buy)	\$ 21.92	07/27/2012	M ⁽¹⁾	12,500	<u>(8)</u>	12/17/2017	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Terifay Robert J 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591			SVP Commercial	

Signatures

/S/**Robert J.

Terifay 07/30/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

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

Represents volume-weighted average price of sales of 14,833 shares of Company stock on July 30, 2012 at prices ranging from \$135.02

(2) to \$135.99. 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 July 30, 2012 at each separate price.

Represents volume-weighted average price of sales of 6,600 shares of Company stock on July 30, 2012 at prices ranging from \$136.00 to

(3) \$136.96. 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 July 30, 2012 at each separate price.

Represents volume-weighted average price of sales of 2,334 shares of Company stock on July 30, 2012 at prices ranging from \$137.30 to

(4) \$137.77. 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 July 30, 2012 at each separate price.

On December 17, 2008, the reporting person was granted an option to purchase 48,750 shares of Common Stock. The option was eligible

(5) to vest, partially or in full, on December 31, 2011, based on the extent to which the company satisfied certain performance criteria. The performance criteria were met and the option vested as to all shares.

(6) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are not applicable in this case.

(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.

(8) The stock option award vests in four equal annual installments, commencing one year after the date of grant.

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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