

REGENERON PHARMACEUTICALS INC
 Form 4
 February 26, 2014

FORM 4

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

OMB APPROVAL

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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 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 *
GOLDBERG MURRAY A

(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)
 02/24/2014

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 Administration & Asst Sec

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/24/2014 | | M ⁽¹⁾ | | 6,334 A \$ 90.07 | D | |
| Common Stock | 02/24/2014 | | F ⁽¹⁾ | | 1,664 D \$ 342.63 | D | |
| Common Stock | 02/24/2014 | | F ⁽¹⁾ | | 2,407 D \$ 342.63 | D | |
| Common Stock | 02/24/2014 | | M ⁽¹⁾ | | 20,000 A \$ 52.03 | D | |
| | 02/24/2014 | | F ⁽¹⁾ | | 3,036 D | D | |

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| | | | | | | | | | |
|--------------|------------|--------------|-------|---|--|-------------------|--------|---|----------------|
| Common Stock | | | | | | \$ 342.63 | | | |
| Common Stock | 02/24/2014 | <u>F</u> (1) | 8,747 | D | | \$ 342.63 | 73,582 | D | |
| Common Stock | 02/24/2014 | <u>M</u> (1) | 3,893 | A | | \$ 90.07 | 77,475 | D | |
| Common Stock | 02/24/2014 | <u>F</u> (1) | 1,023 | D | | \$ 342.63 | 76,452 | D | |
| Common Stock | 02/24/2014 | <u>F</u> (1) | 1,479 | D | | \$ 342.63 | 74,973 | D | |
| Common Stock | 02/25/2014 | <u>S</u> (1) | 275 | D | | \$ 336.89 (2) | 74,698 | D | |
| Common Stock | 02/25/2014 | <u>S</u> (1) | 1,962 | D | | \$ 337.4 (3) | 72,736 | D | |
| Common Stock | 02/25/2014 | <u>S</u> (1) | 3,934 | D | | \$ 338.37 (4) | 68,802 | D | |
| Common Stock | 02/25/2014 | <u>S</u> (1) | 1,300 | D | | \$ 339.2 (5) | 67,502 | D | |
| Common Stock | 02/25/2014 | <u>S</u> (1) | 1,200 | D | | \$ 340.43 (6) | 66,302 | D | |
| Common Stock | 02/25/2014 | <u>S</u> (1) | 2,100 | D | | \$ 341.46 (7) | 64,202 | D | |
| Common Stock | 02/25/2014 | <u>S</u> (1) | 500 | D | | \$ 342.19 (8) | 63,702 | D | |
| Common Stock | 02/25/2014 | <u>S</u> (1) | 200 | D | | \$ 344.47 (9) | 63,502 | D | |
| Common Stock | 02/25/2014 | <u>S</u> (1) | 100 | D | | \$ 345.02 | 63,402 | D | |
| Common Stock | 02/25/2014 | <u>S</u> (1) | 300 | D | | \$ 346.73 (10) | 63,102 | D | |
| Common Stock | | | | | | | 5,650 | I | By 401(k) Plan |
| Common Stock | | | | | | | 750 | I | by Spouse |

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

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 control number.

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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 Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Non-Qualified Stock Option (right to buy) | \$ 52.03 | 02/24/2014 | | M ⁽¹⁾ | 20,000 | ⁽¹¹⁾ 12/16/2021 | Common Stock | 20 |
| Non-Qualified Stock Option (right to buy) | \$ 90.07 | 02/24/2014 | | M ⁽¹⁾ | 6,334 | 01/31/2012 12/18/2016 | Common Stock | 6 |
| Non-Qualified Stock Option (right to buy) | \$ 90.07 | 02/24/2014 | | M ⁽¹⁾ | 3,893 | 01/31/2012 12/17/2017 | Common Stock | 3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDBERG MURRAY A 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591 | | | SVP Administration & Asst Sec | |

Signatures

/s/**Murray A.
Goldberg

02/26/2014

**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).

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- (2) Represents volume-weighted average price of sales of 275 shares of Company stock on February 25, 2014 at prices ranging from \$336.88 to \$336.91. 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 February 25, 2014 at each separate price.
- (3) Represents volume-weighted average price of sales of 1,962 shares of Company stock on February 25, 2014 at prices ranging from \$337.00 to \$337.97. 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 February 25, 2014 at each separate price.
- (4) Represents volume-weighted average price of sales of 3,934 shares of Company stock on February 25, 2014 at prices ranging from \$338.00 to \$338.96. 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 February 25, 2014 at each separate price.
- (5) Represents volume-weighted average price of sales of 1,300 shares of Company stock on February 25, 2014 at prices ranging from \$339.00 to \$339.73. 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 February 25, 2014 at each separate price.
- (6) Represents volume-weighted average price of sales of 1,200 shares of Company stock on February 25, 2014 at prices ranging from \$340.15 to \$340.91. 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 February 25, 2014 at each separate price.
- (7) Represents volume-weighted average price of sales of 2,100 shares of Company stock on February 25, 2014 at prices ranging from \$341.05 to \$341.97. 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 February 25, 2014 at each separate price.
- (8) Represents volume-weighted average price of sales of 500 shares of Company stock on February 25, 2014 at prices ranging from \$342.00 to \$342.50. 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 February 25, 2014 at each separate price.
- (9) Represents volume-weighted average price of sales of 200 shares of Company stock on February 25, 2014 at prices ranging from \$344.07 to \$344.87. 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 February 25, 2014 at each separate price.
- (10) Represents volume-weighted average price of sales of 300 shares of Company stock on February 25, 2014 at prices ranging from \$346.58 to \$346.90. 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 February 25, 2014 at each separate price.
- (11) 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.

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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