

REGENERON PHARMACEUTICALS INC

Form 4

December 28, 2005

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDBERG MURRAY A

(Last) (First) (Middle)

777 OLD SAW MILL RIVER RD

(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)
12/23/2005

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 Fin & Admin, CFO, & Treas

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	(A) or (D) Price			
Common Stock	12/23/2005		M/K ⁽¹⁾		1,000	A \$ 12.75	37,516	D	
Common Stock	12/23/2005		S/K ⁽¹⁾		1,000	D \$ 12.99	36,516	D	
Common Stock	12/23/2005		M/K ⁽¹⁾		1,000	A \$ 12.75	37,516	D	
Common Stock	12/23/2005		S/K ⁽¹⁾		1,000	D \$ 13	36,516	D	
Common Stock	12/23/2005		M/K ⁽¹⁾		1,000	A \$ 12.75	37,516	D	

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Common Stock	12/23/2005	S/K ⁽¹⁾	1,000	D	\$ 13.05	36,516	D
Common Stock	12/23/2005	M/K ⁽¹⁾	100	A	\$ 12.75	36,616	D
Common Stock	12/23/2005	S/K ⁽¹⁾	100	D	\$ 13.08	36,516	D
Common Stock	12/23/2005	M/K ⁽¹⁾	700	A	\$ 12.75	37,216	D
Common Stock	12/23/2005	S/K ⁽¹⁾	700	D	\$ 13.09	36,516	D
Common Stock	12/23/2005	M/K ⁽¹⁾	4,200	A	\$ 12.75	40,716	D
Common Stock	12/23/2005	S/K ⁽¹⁾	4,200	D	\$ 13.1	36,516	D
Common Stock	12/23/2005	M/K ⁽¹⁾	1,804	A	\$ 12.75	38,320	D
Common Stock	12/23/2005	S/K ⁽¹⁾	1,804	D	\$ 13.11	36,516	D
Common Stock	12/23/2005	M/K ⁽¹⁾	1,100	A	\$ 12.75	37,616	D
Common Stock	12/23/2005	S/K ⁽¹⁾	1,100	D	\$ 13.12	36,516	D
Common Stock	12/23/2005	M/K ⁽¹⁾	246	A	\$ 12.75	36,762	D
Common Stock	12/23/2005	S/K ⁽¹⁾	246	D	\$ 13.13	36,516	D
Common Stock	12/23/2005	M/K ⁽¹⁾	1,000	A	\$ 12.75	37,516	D
Common Stock	12/23/2005	S/K ⁽¹⁾	1,000	D	\$ 13.16	36,516	D
Common Stock	12/23/2005	M/K ⁽¹⁾	17,850	A	\$ 12.75	54,366	D
Common Stock	12/23/2005	F/K ⁽¹⁾	17,098	D	\$ 13.31	37,268	D
Common Stock	12/23/2005	F/K ⁽¹⁾	260	D	\$ 13.31	37,008	D
Common Stock	12/27/2005	S/K ⁽¹⁾	492	D	\$ 14.94	36,516	D

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

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SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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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 Am Underlying Sec (Instr. 3 and 4)	8. A or N of
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Incentive Stock Option (right to buy)	\$ 12.75	12/23/2005		M/K ⁽¹⁾	1,000	⁽²⁾	01/02/2006	Common Stock	
Incentive Stock Option (right to buy)	\$ 12.75	12/23/2005		M/K ⁽¹⁾	1,000	⁽²⁾	01/02/2006	Common Stock	
Incentive Stock Option (right to buy)	\$ 12.75	12/23/2005		M/K ⁽¹⁾	1,000	⁽²⁾	01/02/2006	Common Stock	
Incentive Stock Option (right to buy)	\$ 12.75	12/23/2005		M/K ⁽¹⁾	100	⁽²⁾	01/02/2006	Common Stock	
Incentive Stock Option (right to buy)	\$ 12.75	12/23/2005		M/K ⁽¹⁾	700	⁽²⁾	01/02/2006	Common Stock	
Incentive Stock Option (right to buy)	\$ 12.75	12/23/2005		M/K ⁽¹⁾	4,200	⁽²⁾	01/02/2006	Common Stock	4
Incentive Stock Option (right to buy)	\$ 12.75	12/23/2005		M/K ⁽¹⁾	1,804	⁽²⁾	01/02/2006	Common Stock	
Incentive Stock Option (right to buy)	\$ 12.75	12/23/2005		M/K ⁽¹⁾	1,100	⁽²⁾	01/02/2006	Common Stock	
Incentive Stock Option (right to buy)	\$ 12.75	12/23/2005		M/K ⁽¹⁾	246	⁽²⁾	01/02/2006	Common Stock	
Incentive Stock Option	\$ 12.75	12/23/2005		M/K ⁽¹⁾	1,000	⁽²⁾	01/02/2006	Common Stock	

(right to buy)

Non-Qualified

Stock Option \$ 12.75 12/23/2005

M/K⁽¹⁾17,850 ⁽²⁾

01/02/2006

Common
Stock

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDBERG MURRAY A 777 OLD SAW MILL RIVER RD TARRYTOWN, NY 10591			SVP Fin & Admin, CFO, & Treas	

Signatures

By: /s/ **Stuart Kolinski For: /s/ **Murray A.
Goldberg

12/28/2005

__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).

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

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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