

SHOOTER ERIC M

Form 4

February 24, 2012

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 *
SHOOTER ERIC M

(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)
02/23/2012

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)

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)
Common Stock	02/23/2012		C ⁽¹⁾	10,000	A \$ 0	10,000	I GRAT self
Common Stock	02/23/2012		S	9,600	D \$ 103.51	400	I GRAT self
Common Stock	02/23/2012		S	400	D \$ 104.05	0	I GRAT self
Common	02/23/2012		C ⁽¹⁾	10,000	A \$ 0	10,000	I GRAT

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Stock								spouse
Common Stock	02/23/2012	S	9,600	D	\$ 103.51 (2)	400	I	GRAT spouse
Common Stock	02/23/2012	S	400	D	\$ 104.05 (3)	0	I	GRAT spouse
Common Stock						5,000	I	by Trust

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Class A Stock	\$ 0	02/23/2012		C(1)	10,000	(4) (4)	Common Stock	10,000
Class A Stock	\$ 0	02/23/2012		C(1)	10,000	(4) (4)	Common Stock	10,000
Class A Stock	\$ 0 (1)					(1) (1)	Common Stock	36,911

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHOOTER ERIC M 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591	X			

Signatures

/s/**Eric M.
Shooter

02/24/2012

__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) Class A Stock of Regeneron Pharmaceuticals, Inc. ("Regeneron") converts to Common Stock of Regeneron on a one-to-one basis upon certain events.

Represents volume-weighted average price of sales of 9,600 shares of Company stock on February 23, 2012 at prices ranging from
- (2) \$103.01 to \$103.98. 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 GRAT on February 23, 2012 at each separate price.

Represents volume-weighted average price of sales of 400 shares of Company stock on February 23, 2012 at prices ranging from \$104.01
- (3) to \$104.12. 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 GRAT on February 23, 2012 at each separate price.
- (4) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are not applicable in this case.
- (5) The reporting person and his spouse are co-trustees and beneficiaries of the Shooter Family Trust.

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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