

REGENERON PHARMACEUTICALS INC
 Form 4
 December 18, 2012

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)
 12/14/2012

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 Fin & Admin CFO Asst Secy

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. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D)			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)
Common Stock	11/21/2012		G ⁽¹⁾	V	250	D	\$ 0	83,727	D	
Common Stock	12/03/2012		G ⁽²⁾	V	14,500	D	\$ 0	69,227	D	
Common Stock	12/14/2012		F ⁽³⁾		4,607	D	\$ 179.13	64,620	D	
Common Stock	12/17/2012		M		1,850	A	\$ 20.32	66,470	D	
	12/03/2012		G ⁽²⁾	V	14,500	A	\$ 0	14,500	I	by Spouse

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Common Stock									
Common Stock	12/07/2012	G	V	4,250	D	\$ 0	10,250	I	by Spouse
Common Stock	12/10/2012	G	V	6,100	D	\$ 0	4,150	I	by Spouse
Common Stock	12/17/2012	G	V	3,400	D	\$ 0	750	I	by Spouse
Common Stock							5,560	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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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	
Incentive Stock Option (right to buy)	\$ 20.32	12/17/2012		M		1,850	(4)	12/18/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.25	12/14/2012		A		56,250	(6)	12/18/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 179.13	12/14/2012		A		84,500	(7)	12/14/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDBERG MURRAY A 777 OLD SAW MILL RIVER ROAD			SVP Fin & Admin CFO	

TARRYTOWN, NY 10591

Asst Secy

Signatures

/s/**Murray A.

12/18/2012

Goldberg

**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) Gift of Common Stock to Charitable Foundation.

(2) Gift of Common Stock by reporting person to spouse.

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

(4) 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.

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

(6) On December 18, 2009, the reporting person was granted an option to purchase 56,250 shares of Common Stock. The option vests, partially or in full, on December 31, 2012, based on the extent to which the company satisfies certain performance criteria during the period ending December 31, 2012. The performance criteria have been met and the option will vest as to all 56,250 shares on December 31, 2012.

(7) 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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