

REGENERON PHARMACEUTICALS INC
 Form 4
 December 17, 2013

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 *
 Powchik Peter

(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)
 12/13/2013

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
 SVP Clinical Development & Reg

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | 12/16/2013 | | M ⁽¹⁾ | | 8,000 A \$ 52.03 | 28,742 | D |
| Common Stock | 12/16/2013 | | F ⁽¹⁾ | | 1,526 D \$ 272.73 | 27,216 | D |
| Common Stock | 12/16/2013 | | F ⁽¹⁾ | | 3,338 D \$ 272.73 | 23,878 | D |
| Common Stock | 12/16/2013 | | M ⁽¹⁾ | | 14,625 A \$ 179.13 | 38,503 | D |
| | 12/16/2013 | | F ⁽¹⁾ | | 9,605 D | 28,898 | D |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------|-----------|--------|----------------|
| Common Stock | | | | | | \$ 272.73 | | |
| Common Stock | 12/16/2013 | F ⁽¹⁾ | 2,588 | D | | \$ 272.73 | 26,310 | D |
| Common Stock | 12/16/2013 | M ⁽¹⁾ | 8,000 | A | \$ 30.63 | | 34,310 | D |
| Common Stock | 12/16/2013 | F ⁽¹⁾ | 898 | D | | \$ 272.73 | 33,412 | D |
| Common Stock | 12/16/2013 | F ⁽¹⁾ | 3,662 | D | | \$ 272.73 | 29,750 | D |
| Common Stock | 12/17/2013 | S ⁽¹⁾ | 8 | D | \$ 270 | | 29,742 | D |
| Common Stock | | | | | | | 1,589 | I |
| | | | | | | | | By 401(k) Plan |

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 30.63 | 12/13/2013 | | A | 48,000 | ⁽²⁾ | 12/14/2020 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 30.63 | 12/16/2013 | | M ⁽¹⁾ | 8,000 | ⁽³⁾ | 12/14/2020 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 52.03 | 12/16/2013 | | M ⁽¹⁾ | 8,000 | ⁽³⁾ | 12/16/2021 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 179.13 | 12/16/2013 | | M ⁽¹⁾ | 14,625 | ⁽⁴⁾ | 12/14/2022 | Common Stock |

| | | | | | | | |
|---|-----------|------------|---|--------|------------|------------|-----------------|
| Non-Qualified Stock Option (right to buy) | \$ 270.43 | 12/13/2013 | A | 40,000 | <u>(4)</u> | 12/13/2023 | Common Stock |
|---|-----------|------------|---|--------|------------|------------|-----------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Powchik Peter 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591 | | | SVP Clinical Development & Reg | |

Signatures

/s/**Peter
Powchik

12/17/2013

__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).
On December 14, 2010, the reporting person was granted an option to purchase 48,000 shares of Common Stock. The option vests, partially or in full, on December 31, 2013, based on the extent to which the company satisfies certain performance criteria during the period ending December 31, 2013. The performance criteria have been met and the option will vest as to all 48,000 shares on December 31, 2013.
- (2) 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.
- (3) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.