

VAGELOS P ROY
Form 4
June 22, 2018

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 *
VAGELOS P ROY

2. Issuer Name and Ticker or Trading Symbol
REGENERON
PHARMACEUTICALS INC
[REGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman of the Board

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

777 OLD SAW MILL RIVER ROAD

06/20/2018

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TARRYTOWN, NY 10591

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 06/20/2018 | | M ⁽¹⁾ | | 153,274 A \$ 16.8 | 553,121 | D |
| Common Stock | 06/20/2018 | | F ⁽¹⁾ | | 78,564 D \$ 333.07 | 474,557 | D |
| Common Stock | 06/21/2018 | | S ⁽¹⁾ | | 400 D \$ 323.97 | 474,157 | D |
| Common Stock | 06/21/2018 | | S ⁽¹⁾ | | 500 D \$ 324.18 | 473,657 | D |

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| | | | | | | | | |
|--------------|------------|------------------------|--------|---|-----------------------------|---------|---|----------------------------|
| Common Stock | 06/21/2018 | <u>S⁽¹⁾</u> | 8,047 | D | <u>(3)</u> \$ 325.67 | 465,610 | D | |
| Common Stock | 06/21/2018 | <u>S⁽¹⁾</u> | 15,594 | D | <u>(4)</u> \$ 326.57 | 450,016 | D | |
| Common Stock | 06/21/2018 | <u>S⁽¹⁾</u> | 19,393 | D | <u>(5)</u> \$ 327.48 | 430,623 | D | |
| Common Stock | 06/21/2018 | <u>S⁽¹⁾</u> | 12,426 | D | <u>(6)</u> \$ 328.45 | 418,197 | D | |
| Common Stock | 06/21/2018 | <u>S⁽¹⁾</u> | 12,854 | D | <u>(7)</u> \$ 329.51 | 405,343 | D | |
| Common Stock | 06/21/2018 | <u>S⁽¹⁾</u> | 3,096 | D | <u>(8)</u> \$ 330.32 | 402,247 | D | |
| Common Stock | 06/21/2018 | <u>S⁽¹⁾</u> | 100 | D | <u>(9)</u> \$ 331.09 | 402,147 | D | |
| Common Stock | 06/21/2018 | <u>S⁽¹⁾</u> | 1,300 | D | <u>(10)</u> \$ 332.8 | 400,847 | D | |
| Common Stock | 06/21/2018 | <u>S⁽¹⁾</u> | 500 | D | <u>(11)</u> \$ 333.15 | 400,347 | D | |
| Common Stock | 06/21/2018 | <u>S⁽¹⁾</u> | 300 | D | <u>(12)</u> \$ 335.01 | 400,047 | D | |
| Common Stock | 06/21/2018 | <u>S⁽¹⁾</u> | 200 | D | \$ 336.87 | 399,847 | D | |
| Common Stock | 01/02/2018 | G V | 557 | D | \$ 0 | 149,160 | I | by CLAT |
| Common Stock | 04/02/2018 | G V | 616 | D | \$ 0 | 148,544 | I | by CLAT |
| Common Stock | | | | | | 2,310 | I | By 401(k) Plan |
| Common Stock | | | | | | 83,652 | I | by Spouse as Trustee |
| Common Stock | | | | | | 1,203 | I | by trust for |

grandch
(13)

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.

SEC 1474
(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nu Sha |
| Non-Qualified Stock Option (right to buy) | \$ 16.8 | 06/20/2018 | | M ⁽¹⁾ | 153,274 | ⁽¹⁴⁾ | 12/17/2018 | Common Stock | 15 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| VAGELOS P ROY 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591 | X | | Chairman of the Board | |

Signatures

/s/**P. Roy
VageLos 06/21/2018
**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).
Represents volume-weighted average price of sales of 400 shares of Company stock on June 21, 2018 at prices ranging from \$323.96 to \$323.98. 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 reporting person on June 21, 2018 at each separate price.
- (3)

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- Represents volume-weighted average price of sales of 500 shares of Company stock on June 21, 2018 at prices ranging from \$324.16 to \$324.23. 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 June 21, 2018 at each separate price.
- (4) Represents volume-weighted average price of sales of 8,047 shares of Company stock on June 21, 2018 at prices ranging from \$325.05 to \$325.99. 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 June 21, 2018 at each separate price.
- (5) Represents volume-weighted average price of sales of 15,594 shares of Company stock on June 21, 2018 at prices ranging from \$326.00 to \$326.99. 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 June 21, 2018 at each separate price.
- (6) Represents volume-weighted average price of sales of 19,393 shares of Company stock on June 21, 2018 at prices ranging from \$327.00 to \$327.99. 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 June 21, 2018 at each separate price.
- (7) Represents volume-weighted average price of sales of 12,426 shares of Company stock on June 21, 2018 at prices ranging from \$328.00 to \$328.96. 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 June 21, 2018 at each separate price.
- (8) Represents volume-weighted average price of sales of 12,854 shares of Company stock on June 21, 2018 at prices ranging from \$329.00 to \$329.99. 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 June 21, 2018 at each separate price.
- (9) Represents volume-weighted average price of sales of 3,096 shares of Company stock on June 21, 2018 at prices ranging from \$330.00 to \$330.92. 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 June 21, 2018 at each separate price.
- (10) Represents volume-weighted average price of sales of 1,300 shares of Company stock on June 21, 2018 at prices ranging from \$332.40 to \$332.94. 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 June 21, 2018 at each separate price.
- (11) Represents volume-weighted average price of sales of 500 shares of Company stock on June 21, 2018 at prices ranging from \$333.01 to \$333.28. 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 June 21, 2018 at each separate price.
- (12) Represents volume-weighted average price of sales of 300 shares of Company stock on June 21, 2018 at prices ranging from \$335.00 to \$335.01. 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 June 21, 2018 at each separate price.
- (13) By a trust for the benefit of certain grandchildren of the reporting person, of which the reporting person and/or the spouse of the reporting person is trustee.
- (14) 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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