

STAHL NEIL
Form 4
February 06, 2006

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 *
STAHL NEIL

(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)
02/03/2006

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, PreclinDevel & Biomol Sci

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | Price | |
| Common Stock | 02/03/2006 | | M ⁽¹⁾ | | 16,000 | A \$ 7.41 | 19,127 D |
| Common Stock | 02/03/2006 | | S ⁽¹⁾ | | 16,000 | D \$ 15.86 | 3,127 D |
| Common Stock | 02/03/2006 | | M ⁽¹⁾ | | 24,000 | A \$ 7.41 | 27,127 D |
| Common Stock | 02/03/2006 | | F ⁽¹⁾ | | 10,843 | D \$ 16.4 | 16,284 D |
| | 02/03/2006 | | F ⁽¹⁾ | | 4,558 | D \$ 16.4 | 11,726 D |

| | | | | | | | |
|--------------|------------|------------------|-------|---|----------|-------|---|
| Common Stock | | | | | | | |
| Common Stock | 02/06/2006 | S ⁽¹⁾ | 7,199 | D | \$ 16 | 4,527 | D |
| Common Stock | 02/06/2006 | S ⁽¹⁾ | 500 | D | \$ 16.01 | 4,027 | D |
| Common Stock | 02/06/2006 | S ⁽¹⁾ | 200 | D | \$ 16.02 | 3,827 | D |
| Common Stock | 02/06/2006 | S ⁽¹⁾ | 500 | D | \$ 16.21 | 3,327 | D |
| Common Stock | 02/06/2006 | S ⁽¹⁾ | 100 | D | \$ 16.22 | 3,227 | D |
| Common Stock | 02/06/2006 | S ⁽¹⁾ | 100 | D | \$ 16.23 | 3,127 | D |

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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 7.41 | 02/03/2006 | | M ⁽¹⁾ | 16,000 | ⁽²⁾ | 01/04/2009 | Common Stock | 16,000 |
| Non-Qualified Stock Option (right to buy) | \$ 7.41 | 02/03/2006 | | M ⁽¹⁾ | 24,000 | ⁽²⁾ | 01/04/2009 | Common Stock | 24,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

STAHL NEIL
777 OLD SAW MILL RIVER ROAD
TARRYTOWN, NY 10591

SVP,
PreclinDevel &
Biomol Sci

Signatures

/s/**Neil Stahl 02/06/2006

__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. 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.