YANCOPOULOS GEORGE

Form 4

December 18, 2012

OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading YANCOPOULOS GEORGE Issuer

PHARMACEUTICALS INC [REGN] _X__ Director 10% Owner X_ Officer (give title Other (specify (Last) (First) (Middle) 3. Date of Earliest Transaction below) (Month/Day/Year) EVP CSO Pres Regen Res Labs 12/14/2012

777 OLD SAW MILL RIVER ROAD

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

Symbol

REGENERON

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(Check all applicable)

TARRYTOWN, NY 10591

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative S	red, 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. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/14/2012		Code V F(1)	Amount 38,391	or (D)	Price \$ 179.13	(Instr. 3 and 4) 1,294,650	D	
Common Stock	12/17/2012		M(1)	266	A	\$ 109.29	1,294,916	D	
Common Stock	12/17/2012		F <u>(1)</u>	161	D	\$ 179.13	1,294,755	D	
Common Stock	12/17/2012		F(1)	47	D	\$ 179.13	1,294,708	D	
	12/17/2012		$M_{\underline{(1)}}$	10,103	A		1,304,811	D	

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Common Stock					\$ 109.29			
Common Stock	12/17/2012	F(1)	6,163	D	\$ 179.13	1,298,648	D	
Common Stock	12/17/2012	F(1)	1,814	D	\$ 179.13	1,296,834	D	
Common Stock	12/17/2012	F(1)	230,350	D	\$ 179.13	1,066,484	D	
Common Stock						5,534	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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

I	. 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 Stacquired (A Disposed of (Instr. 3, 4,	Securities (a) or (D)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title an Underlyin (Instr. 3 a
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
5	Non-Qualified Stock Option right to buy)	\$ 21.25	12/14/2012		A	150,000	(2)	(2)	12/18/2019	Commo Stock
5	Non-Qualified Stock Option right to buy)	\$ 109.29	12/17/2012		M <u>(1)</u>		266	08/15/2012	12/20/2012	Commo Stock
5	Non-Qualified Stock Option right to buy)	\$ 109.29	12/17/2012		M <u>(1)</u>		10,103	08/15/2012	12/20/2012	Commo Stock
5	Non-Qualified Stock Option right to buy)	\$ 179.13	12/14/2012		A	239,063		<u>(4)</u>	12/14/2022	Commo Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Reporting Owners 2

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YANCOPOULOS GEORGE

777 OLD SAW MILL RIVER ROAD X EVP CSO Pres Regen Res Labs
TARRYTOWN, NY 10591

Signatures

/s/**George D. Yancopoulos

**Signature of Reporting Date
Person

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 18, 2009, the reporting person was granted an option to purchase 150,000 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 150,000 shares on December 31, 2012.
- (3) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are not applicable in this case.
- (4) 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.

Signatures 3