

SHOOTER ERIC M
Form 4
May 08, 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 *
SHOOTER ERIC M

(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)
05/06/2013

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)

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	(A) or (D)	Price
Common Stock	05/06/2013		M		3,428	A	\$ 24.41
							3,428
Common Stock	05/06/2013		S		3,428	D	\$ 256.49
							0
							(1)
Common Stock	05/06/2013		M		1,572	A	\$ 24.41
							1,572
Common Stock	05/06/2013		S		1,572	D	\$ 257.13
							0

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Common Stock	05/06/2013	M	2,202	A	<u>(2)</u> \$ 33.42	2,202		D	
Common Stock	05/06/2013	S	2,202	D	\$ 257.7 <u>(3)</u>	0		D	
Common Stock	05/06/2013	M	2,759	A	\$ 33.42	2,759		D	
Common Stock	05/06/2013	S	2,759	D	\$ 258.49 <u>(4)</u>	0		D	
Common Stock	05/06/2013	M	5,039	A	\$ 33.42	5,039		D	
Common Stock	05/06/2013	S	5,039	D	\$ 260.4 <u>(5)</u>	0		D	
Common Stock	05/06/2013	M	66	A	\$ 57.11	66		D	
Common Stock	05/06/2013	S	66	D	\$ 260.96	0		D	
Common Stock	05/06/2013	M	1,639	A	\$ 57.11	1,639		D	
Common Stock	05/06/2013	S	1,639	D	\$ 261.42 <u>(6)</u>	0		D	
Common Stock	05/06/2013	M	2,695	A	\$ 57.11	2,695		D	
Common Stock	05/06/2013	S	2,695	D	\$ 262.28 <u>(7)</u>	0		D	
Common Stock	05/06/2013	M	200	A	\$ 57.11	200		D	
Common Stock	05/06/2013	S	200	D	\$ 263.98 <u>(8)</u>	0		D	
Common Stock	05/06/2013	M	400	A	\$ 57.11	400		D	
Common Stock	05/06/2013	S	400	D	\$ 264.13	0		D	
Common Stock	05/06/2013	<u>C(9)</u>	5,000	A	\$ 0	7,500		I	GRAT self
Common Stock	05/06/2013	S	5,000	D	\$ 262.77 <u>(10)</u>	2,500		I	GRAT self

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Common Stock	05/06/2013		C ⁽⁹⁾	5,000	A	\$ 0	7,500	I	GRAT spouse
Common Stock	05/06/2013		S	400	D	\$ 258.78 (11)	7,100	I	GRAT spouse
Common Stock	05/06/2013		S	200	D	\$ 259.32 (12)	6,900	I	GRAT spouse
Common Stock	05/06/2013		S	2,100	D	\$ 260.61 (13)	4,800	I	GRAT spouse
Common Stock	05/06/2013		S	900	D	\$ 261.65 (14)	3,900	I	GRAT spouse
Common Stock	05/06/2013		S	1,200	D	\$ 262.35 (15)	2,700	I	GRAT spouse
Common Stock	05/06/2013		S	200	D	\$ 264.18 (16)	2,500	I	GRAT spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Stock ⁽¹⁷⁾	\$ 0 ⁽¹⁷⁾	05/06/2013		C ⁽⁹⁾	5,000	⁽¹⁷⁾	⁽¹⁷⁾	Common Stock	5,000
Class A Stock ⁽¹⁷⁾	\$ 0 ⁽¹⁷⁾	05/06/2013		C ⁽⁹⁾	5,000	⁽¹⁷⁾	⁽¹⁷⁾	Common Stock	5,000

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Non-Qualified Stock Option (right to buy)	\$ 24.41	05/06/2013	M	3,428	<u>(18)</u>	01/04/2020	Common Stock	3,428
Non-Qualified Stock Option (right to buy)	\$ 24.41	05/06/2013	M	1,572	<u>(18)</u>	01/04/2020	Common Stock	1,572
Non-Qualified Stock Option (right to buy)	\$ 33.42	05/06/2013	M	2,202	<u>(18)</u>	01/03/2021	Common Stock	2,202
Non-Qualified Stock Option (right to buy)	\$ 33.42	05/06/2013	M	2,759	<u>(18)</u>	01/03/2021	Common Stock	2,759
Non-Qualified Stock Option (right to buy)	\$ 33.42	05/06/2013	M	5,039	<u>(18)</u>	01/03/2021	Common Stock	5,039
Non-Qualified Stock Option (right to buy)	\$ 57.11	05/06/2013	M	66	<u>(18)</u>	01/03/2022	Common Stock	66
Non-Qualified Stock Option (right to buy)	\$ 57.11	05/06/2013	M	1,639	<u>(18)</u>	01/03/2022	Common Stock	1,639
Non-Qualified Stock Option (right to buy)	\$ 57.11	05/06/2013	M	2,695	<u>(18)</u>	01/03/2022	Common Stock	2,695
Non-Qualified Stock Option (right to buy)	\$ 57.11	05/06/2013	M	200	<u>(18)</u>	01/03/2022	Common Stock	200
Non-Qualified Stock Option (right to buy)	\$ 57.11	05/06/2013	M	400	<u>(18)</u>	01/03/2022	Common Stock	400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHOOTER ERIC M 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591	X			

Signatures

/s/**Eric M.
Shooter

05/07/2013

**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) Represents volume-weighted average price of sales of 3,428 shares of Company stock on May 6, 2013 at prices ranging from \$255.91 to \$255.82. 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 May 6, 2013 at each separate price.
- (2) Represents volume-weighted average price of sales of 1,572 shares of Company stock on May 6, 2013 at prices ranging from \$257.00 to \$257.37. 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 May 6, 2013 at each separate price.
- (3) Represents volume-weighted average price of sales of 2,202 shares of Company stock on May 6, 2013 at prices ranging from \$257.36 to \$257.91. 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 May 6, 2013 at each separate price.
- (4) Represents volume-weighted average price of sales of 2,759 shares of Company stock on May 6, 2013 at prices ranging from \$258.02 to \$258.87. 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 May 6, 2013 at each separate price.
- (5) Represents volume-weighted average price of sales of 5,039 shares of Company stock on May 6, 2013 at prices ranging from \$260.24 to \$260.96. 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 May 6, 2013 at each separate price.
- (6) Represents volume-weighted average price of sales of 1,639 shares of Company stock on May 6, 2013 at prices ranging from \$261.00 to \$261.73. 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 May 6, 2013 at each separate price.
- (7) Represents volume-weighted average price of sales of 2,695 shares of Company stock on May 6, 2013 at prices ranging from \$262.00 to \$262.99. 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 May 6, 2013 at each separate price.
- (8) Represents volume-weighted average price of sales of 200 shares of Company stock on May 6, 2013 at prices ranging from \$263.96 to \$263.99. 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 May 6, 2013 at each separate price.
- (9) Class A Stock of the Company converts to Common Stock of the Company on a one-to-one basis upon certain events.
- (10) Represents volume-weighted average price of sales of 5,000 shares of Company stock on May 6, 2013 at prices ranging from \$262.05 to \$262.98. 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 May 6, 2013 at each separate price.
- (11) Represents volume-weighted average price of sales of 400 shares of Company stock on May 6, 2013 at prices ranging from \$258.65 to \$258.97. 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 May 6, 2013 at each separate price.
- (12) Represents volume-weighted average price of sales of 200 shares of Company stock on May 6, 2013 at prices ranging from \$259.00 to \$259.64. 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 May 6, 2013 at each separate price.
- (13) Represents volume-weighted average price of sales of 2,100 shares of Company stock on May 6, 2013 at prices ranging from \$260.12 to \$260.90. 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 May 6, 2013 at each separate price.
- (14) Represents volume-weighted average price of sales of 900 shares of Company stock on May 6, 2013 at prices ranging from \$261.40 to \$261.91. 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 May 6, 2013 at each separate price.
- (15) Represents volume-weighted average price of sales of 1,200 shares of Company stock on May 6, 2013 at prices ranging from \$262.01 to \$262.99. 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 May 6, 2013 at each separate price.
- (16) Represents volume-weighted average price of sales of 200 shares of Company stock on May 6, 2013 at prices ranging from \$264.17 to \$264.18. 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 May 6, 2013 at each separate price.
- (17) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are not applicable in this case.

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(18) The stock option becomes exercisable in three 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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