

McKenzie Paul
Form 4
February 14, 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 *
McKenzie Paul

2. Issuer Name and Ticker or Trading Symbol
BIOGEN INC. [BIIB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

BIOGEN INC., 225 BINNEY ST.

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2018

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

EVP Pharmaceutical Oper & Tech

(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

CAMBRIDGE, MA 02142

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	02/12/2018	A	3,790					<u>(1)</u>	02/12/2020	Common Stock	3,790
Restricted Stock Unit	\$ 0	02/12/2018	A	9,470					<u>(2)</u>	02/12/2021	Common Stock	9,470

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McKenzie Paul BIOGEN INC. 225 BINNEY ST. CAMBRIDGE, MA 02142			EVP Pharmaceutical Oper & Tech	

Signatures

/s/ Suzanne Murray, Attorney in Fact for Paul
McKenzie

02/14/2018

 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) The restricted stock units will vest in 2 annual installments. One-third will vest on the first anniversary of the grant date and two-thirds will vest on the second anniversary of the grant date.

The number of RSUs reported represents the maximum possible number of shares that are eligible for vesting, which is 200% of the number of shares at target payout. One-third of these RSUs are eligible to vest on each of the first three anniversaries of the grant date.

(2) The actual number of shares that will vest on each vesting date will be determined by comparing the price of Biogen common stock on such vesting date to the price on the grant date (i.e., number of vested shares = number of shares at target payout times [the 30-day average closing stock price ending on the vesting date divided by the 30-day average closing stock price following and including the grant date]).

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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