

ROBERTS WILLIAM
Form 4
January 11, 2012

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 *
ROBERTS WILLIAM

(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)
01/10/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ Other (specify below)
VP Regulatory Development and

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	01/10/2012		M ⁽¹⁾		4,966	A	\$ 20.32
Common Stock	01/10/2012		S ⁽¹⁾		4,966	D	\$ 74.35
Common Stock	01/10/2012		M ⁽¹⁾		4,562	A	\$ 21.92
Common Stock	01/10/2012		S ⁽¹⁾		4,562	D	\$ 74.35
	01/10/2012		M ⁽¹⁾		25,438	A	86,582

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Common Stock						\$ 21.92			
Common Stock	01/10/2012		F ⁽¹⁾	7,543	D	\$ 73.92	79,039	D	
Common Stock	01/10/2012		F ⁽¹⁾	6,891	D	\$ 73.92	72,148	D	
Common Stock	01/10/2012		M ⁽¹⁾	25,034	A	\$ 20.32	97,182	D	
Common Stock	01/10/2012		F ⁽¹⁾	6,881	D	\$ 73.92	90,301	D	
Common Stock	01/10/2012		F ⁽¹⁾	7,009	D	\$ 73.92	83,292	D	
Common Stock	01/11/2012		S ⁽¹⁾	100	D	\$ 73.99	83,192	D	
Common Stock	01/11/2012		S ⁽¹⁾	3,400	D	\$ 74.39 (2)	79,792	D	
Common Stock	01/11/2012		S ⁽¹⁾	2,885	D	\$ 75.72 (3)	76,907	D	
Common Stock	01/11/2012		S ⁽¹⁾	15,663	D	\$ 76.32 (4)	61,244	D	
Common Stock	01/11/2012		S ⁽¹⁾	100	D	\$ 77.05	61,144	D	
Common Stock							1,200	I	by trust for daught
Common Stock							4,187	I	By 401(k) Plan
Common Stock							1,200	I	by trust for daught

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 Security (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
Incentive Stock Option (right to buy)	\$ 20.32	01/10/2012	M ⁽¹⁾	4,966					⁽⁵⁾	12/18/2016	Common Stock	4,966
Incentive Stock Option (right to buy)	\$ 21.92	01/10/2012	M ⁽¹⁾	4,562					⁽⁵⁾	12/17/2017	Common Stock	4,562
Non-Qualified Stock Option (right to buy)	\$ 20.32	01/10/2012	M ⁽¹⁾	25,034					⁽⁵⁾	12/18/2016	Common Stock	25,034
Non-Qualified Stock Option (right to buy)	\$ 21.92	01/10/2012	M ⁽¹⁾	25,438					⁽⁵⁾	12/17/2017	Common Stock	25,438

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS WILLIAM 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591			VP Regulatory Development and	

Signatures

/s/**William G.
Roberts

01/11/2012

__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 3,400 shares of Company stock on January 11, 2012 at prices ranging from \$74.05 to \$74.96. 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 January 11, 2012 at each separate price.

(2) Represents volume-weighted average price of sales of 2,885 shares of Company stock on January 11, 2012 at prices ranging from \$75.10 to \$75.99. 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 January 11, 2012 at each separate price.

(4)

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Represents volume-weighted average price of sales of 15,663 shares of Company stock on January 11, 2012 at prices ranging from \$76.00 to \$76.99. 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 January 11, 2012 at each separate price.

- (5) 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.
- (6) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are 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.

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