

REGENERON PHARMACEUTICALS INC
 Form 4
 February 23, 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 *
 Powchik Peter

(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)
 02/21/2012

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 Clinical Development & Reg

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) | (A) or (D) | 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 | 02/21/2012 | | M ⁽¹⁾ | | 49,428 | \$ 15.64 | D | |
| Common Stock | 02/21/2012 | | F ⁽¹⁾ | | 7,705 | \$ 100.32 | D | |
| Common Stock | 02/21/2012 | | F ⁽¹⁾ | | 18,530 | \$ 100.32 | D | |
| Common Stock | 02/21/2012 | | M ⁽¹⁾ | | 20,000 | \$ 20.32 | D | |
| | 02/21/2012 | | F ⁽¹⁾ | | 4,050 | | D | |

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| | | | | | | | | | |
|--------------|------------|------------------|--------|---|--|-------------------------|--------|---|----------------|
| Common Stock | | | | | | \$ 100.32 | | | |
| Common Stock | 02/21/2012 | F ⁽¹⁾ | 7,347 | D | | \$ 100.32 | 46,940 | D | |
| Common Stock | 02/21/2012 | M ⁽¹⁾ | 25,438 | A | | \$ 21.92 | 72,378 | D | |
| Common Stock | 02/21/2012 | F ⁽¹⁾ | 5,558 | D | | \$ 100.32 | 66,820 | D | |
| Common Stock | 02/21/2012 | F ⁽¹⁾ | 9,158 | D | | \$ 100.32 | 57,662 | D | |
| Common Stock | 02/21/2012 | M ⁽¹⁾ | 15,000 | A | | \$ 16.8 | 72,662 | D | |
| Common Stock | 02/21/2012 | F ⁽¹⁾ | 2,511 | D | | \$ 100.32 | 70,151 | D | |
| Common Stock | 02/21/2012 | F ⁽¹⁾ | 5,753 | D | | \$ 100.32 | 64,398 | D | |
| Common Stock | 02/22/2012 | S ⁽¹⁾ | 4,200 | D | | \$ 94.71 ⁽²⁾ | 60,198 | D | |
| Common Stock | 02/22/2012 | S ⁽¹⁾ | 10,800 | D | | \$ 95.46 ⁽³⁾ | 49,398 | D | |
| Common Stock | 02/22/2012 | S ⁽¹⁾ | 23,454 | D | | \$ 96.45 ⁽⁴⁾ | 25,944 | D | |
| Common Stock | 02/22/2012 | S ⁽¹⁾ | 9,600 | D | | \$ 97.58 ⁽⁵⁾ | 16,344 | D | |
| Common Stock | 02/22/2012 | S ⁽¹⁾ | 1,200 | D | | \$ 98.05 ⁽⁶⁾ | 15,144 | D | |
| Common Stock | | | | | | | 1,532 | I | By 401(k) Plan |

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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|---|----------|---|------------|------------------|------------------|-----------------|------------|----------------------------|--------|
| Non-Qualified Stock Option (right to buy) | \$ 15.64 | | 02/21/2012 | M ⁽¹⁾ | 49,428 | (7) | 10/02/2016 | Common Stock | 49,428 |
| Non-Qualified Stock Option (right to buy) | \$ 16.8 | | 02/21/2012 | M ⁽¹⁾ | 15,000 | (7) | 12/17/2018 | Common Stock | 15,000 |
| Non-Qualified Stock Option (right to buy) | \$ 20.32 | | 02/21/2012 | M ⁽¹⁾ | 20,000 | (9) | 12/18/2016 | Common Stock | 20,000 |
| Non-Qualified Stock Option (right to buy) | \$ 21.92 | | 02/21/2012 | M ⁽¹⁾ | 25,438 | (7) | 12/17/2017 | Common Stock | 25,438 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Powchik Peter 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591 | | | SVP Clinical Development & Reg | |

Signatures

/s/**Peter
Powchik
02/23/2012

**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 4,200 shares of Company stock on February 22, 2012 at prices ranging from \$94.22 to \$94.98. 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 February 22, 2012 at each separate price.
 - (2) Represents volume-weighted average price of sales of 10,800 shares of Company stock on February 22, 2012 at prices ranging from \$95.00 to \$95.99. 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 February 22, 2012 at each separate price.
 - (3) Represents volume-weighted average price of sales of 23,454 shares of Company stock on February 22, 2012 at prices ranging from \$96.00 to \$96.98. 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 February 22, 2012 at each separate price.
 - (4) Represents volume-weighted average price of sales of 9,600 shares of Company stock on February 22, 2012 at prices ranging from \$97.00 to \$97.97. 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 February 22, 2012 at each separate price.
 - (5)

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provide full information regarding the number of shares sold by the reporting person on February 22, 2012 at each separate price.

Represents volume-weighted average price of sales of 1,200 shares of Company stock on February 22, 2012 at prices ranging from

- (6) \$98.01 to \$98.27. 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 February 22, 2012 at each separate price.
- (7) 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.
- (8) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are not applicable in this case.
- (9) 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.

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