

REGENERON PHARMACEUTICALS INC

Form 4

October 20, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Sanofi

2. Issuer Name and Ticker or Trading Symbol
REGENERON
PHARMACEUTICALS INC
[REGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/16/2014

54, RUE LA BOETIE
(Street)

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

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

PARIS, IO 75008

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------------|
| | | | Code | V | Amount or Price | | | |
| Common Stock | 10/16/2014 | | P | | \$ 300 ⁽¹⁾ <u>(2)</u> 328.4733 <u>(1) (3)</u> | 22,535,858 | I | See note <u>(4)</u> |
| Common Stock | 10/16/2014 | | P | | \$ 3,702 <u>(1) (2)</u> 329.3762 <u>(1) (5)</u> | 22,539,560 | I | See note <u>(4)</u> |
| Common Stock | 10/16/2014 | | P | | \$ 5,799 <u>(1) (2)</u> 330.1847 <u>(1) (6)</u> | 22,545,359 | I | See note <u>(4)</u> |
| | 10/16/2014 | | P | | | 22,551,667 | I | |

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| | | | | | | | | | |
|--------------|------------|--|-------------------------|--------------------------|----------------------------------|-----------------------------------|------------|---|------------------------|
| Common Stock | | | 6,308 <u>(1) (2)</u> | | \$ 331.4553 <u>(1) (7)</u> | | | | See note <u>(4)</u> |
| Common Stock | 10/16/2014 | | P | 13,224 <u>(1) (2)</u> | A | \$ 332.3833 <u>(1) (8)</u> | 22,564,891 | I | See note <u>(4)</u> |
| Common Stock | 10/16/2014 | | P | 11,402 <u>(1) (2)</u> | A | \$ 333.4863 <u>(1) (9)</u> | 22,576,293 | I | See note <u>(4)</u> |
| Common Stock | 10/16/2014 | | P | 22,601 <u>(1) (2)</u> | A | \$ 334.7498 <u>(1) (10)</u> | 22,598,894 | I | See note <u>(4)</u> |
| Common Stock | 10/16/2014 | | P | 5,010 <u>(1) (2)</u> | A | \$ 335.8 <u>(1) (11)</u> | 22,603,904 | I | See note <u>(4)</u> |
| Common Stock | 10/16/2014 | | P | 12,784 <u>(1) (2)</u> | A | \$ 336.9438 <u>(1) (12)</u> | 22,616,688 | I | See note <u>(4)</u> |
| Common Stock | 10/16/2014 | | P | 25,548 <u>(1) (2)</u> | A | \$ 337.948 <u>(1) (13)</u> | 22,642,236 | I | See note <u>(4)</u> |
| Common Stock | 10/16/2014 | | P | 5,824 <u>(1) (2)</u> | A | \$ 338.6903 <u>(1) (14)</u> | 22,648,060 | I | See note <u>(4)</u> |
| Common Stock | 10/16/2014 | | P | 9,625 <u>(1) (2)</u> | A | \$ 339.9273 <u>(1) (15)</u> | 22,657,685 | I | See note <u>(4)</u> |

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 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|-------|-----------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or |

Number
of
Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sanofi 54, RUE LA BOETIE PARIS, IO 75008 | | X | | |

Signatures

/s/ John Felitti, Associate Vice President, Corporate Law, Financial & Securities
Law

10/20/2014

__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 number of securities reported represents an aggregate number of shares purchased in multiple market transactions over a range of purchase prices. The price reported represents the weighted average price per share. The Reporting Person undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares purchased by the Reporting Person at each separate price within the range.
- (2) Represents shares acquired directly by sanofi-aventis Amerique du Nord ("SAAN"). The shares were purchased pursuant to a plan intended to comply with Rule 10b5-1(c)(1)(i) under the Exchange Act, entered into with a broker on October 15, 2014.
- (3) Purchase prices range from \$327.88 to \$328.77 per share, inclusive.
- (4) Indirectly owned through (a) SAAN, a direct, wholly-owned subsidiary of Sanofi, and (b) Aventis Pharmaceuticals Inc. ("Aventis"), an indirect, wholly-owned subsidiary of SAAN. After giving effect to all acquisitions reported on this Form 4, the number of shares beneficially owned directly by SAAN and Aventis was 19,858,133 shares and 2,799,552 shares, respectively. Pursuant to the Amended and Restated Investor Agreement, dated as of January 11, 2014, by and among Sanofi, SAAN, sanofi-aventis US LLC, Aventis (collectively, the "Sanofi Parties") and the Issuer, the Sanofi Parties have agreed to vote their respective shares of the Issuer, subject to specified exceptions, in accordance with the recommendation of the Issuer's Board of Directors.
- (5) Purchase prices range from \$328.90 to \$329.86 per share, inclusive.
- (6) Purchase prices range from \$329.93 to \$330.92 per share, inclusive.
- (7) Purchase prices range from \$330.95 to \$331.93 per share, inclusive.
- (8) Purchase prices range from \$331.95 to \$332.94 per share, inclusive.
- (9) Purchase prices range from \$333.00 to \$333.94 per share, inclusive.
- (10) Purchase prices range from \$334.04 to \$335.00 per share, inclusive.
- (11) Purchase prices range from \$335.36 to \$336.33 per share, inclusive.
- (12) Purchase prices range from \$336.41 to \$337.30 per share, inclusive.
- (13) Purchase prices range from \$337.41 to \$338.37 per share, inclusive.
- (14) Purchase prices range from \$338.43 to \$338.84 per share, inclusive.
- (15) Purchase prices range from \$339.62 to \$340.00 per share, inclusive.

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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