

REGENERON PHARMACEUTICALS INC  
 Form 4  
 December 18, 2014

**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 \*  
 YANCOPOULOS GEORGE

(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)  
 12/16/2014

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)  
 President Regeneron Laboratori

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 |   |        |            | 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 | (A) or (D) |   |   |  |   |
| Common Stock                    | 08/28/2014                           |  | G                   | V | 294    | D          | \$ 0  | 500,000   | D  |   |
| Common Stock                    | 12/16/2014                           |  | M                   |   | 3,264  | A          | \$ 30.63  | 503,264   | D  |   |
| Common Stock                    | 12/16/2014                           |  | G                   | V | 3,264  | D          | \$ 0  | 500,000   | D  |   |
| Common Stock                    | 08/28/2014                           |  | G                   | V | 294    | A          | \$ 0  | 568,637   | I  | by Trust  |
|                                 | 11/14/2014                           |  | G                   | V | 2,313  | D          | \$ 0  | 566,324   | I  | by Trust  |

Common  
Stock

Common Stock 12/16/2014 G V 3,264 A \$ 0 569,588 I by Trust

Common Stock 5,623 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, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |
| Incentive Stock Option (right to buy)      | \$ 30.63   | 12/16/2014                           |  | M                              | 3,264   | <u>(1)</u> 12/14/2020                                    | Common Stock                                      |
| Non-Qualified Stock Option (right to buy)  | \$ 52.03   | 12/16/2014                           |  | A                              | 240,000   | <u>(2)</u> 12/16/2021                                    | Common Stock                                      |
| Non-Qualified Stock Option (right to buy)  | \$ 399.66  | 12/16/2014                           |  | A                              | 172,723   | <u>(3)</u> 12/16/2024                                    | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                      |       |
|--|---------------|-----------|--------------------------------------|-------|
|  | Director      | 10% Owner | Officer                              | Other |
| YANCOPOULOS GEORGE<br>777 OLD SAW MILL RIVER ROAD<br>TARRYTOWN, NY 10591 | X             |           | President<br>Regeneron<br>Laboratori |       |

## Signatures

/s/\*\*George D. Yancopoulos 12/18/2014

\_\_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 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.  

On December 16, 2011, the reporting person was granted an option to purchase 240,000 shares of Common Stock. The option vests, partially or in full, on December 31, 2014, based on the extent to which the company satisfies certain performance criteria during the period ending December 31, 2014. The performance criteria have been met and the option will vest as to all 240,000 shares on December 31, 2014.
- (2) The stock option award vests in four equal annual installments, commencing one year after the date of grant.
- (3) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.