

ALEXION PHARMACEUTICALS INC  
 Form 4  
 February 08, 2016

**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 \*  
 MACKAY MARTIN

2. Issuer Name and Ticker or Trading Symbol  
 ALEXION PHARMACEUTICALS INC [ALXN]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 EVP & Global Head of R&D

(Last) (First) (Middle)  
 C/O ALEXION PHARMACEUTICALS, INC., 100 COLLEGE STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/04/2016

NEW HAVEN, CT 06510  
 (City) (State) (Zip)

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

**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)
Common Stock, par value \$.0001 per share	02/04/2016		A	11,763 <sup>(1)</sup>	\$ 0	44,656	D
Common Stock, par value \$.0001 per share	02/05/2016		S	100 <sup>(2)</sup>	\$ <sup>(3)</sup> 145.54	44,756	D

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Common Stock, par value \$\$.0001 per share	02/05/2016	S	362 <sup>(2)</sup>	D	\$ 144.4 <sub>(4)</sub>	44,394	D
Common Stock, par value \$\$.0001 per share	02/05/2016	S	100 <sup>(2)</sup>	D	\$ 143.53 <sub>(5)</sub>	44,294	D
Common Stock, par value \$\$.0001 per share	02/05/2016	S	100 <sup>(2)</sup>	D	\$ 142.11 <sub>(6)</sub>	44,194	D
Common Stock, par value \$\$.0001 per share	02/05/2016	S	400 <sup>(2)</sup>	D	\$ 141.19 <sub>(7)</sub>	43,794	D
Common Stock, par value \$\$.0001 per share	02/05/2016	S	1,043 <sub>(2)</sub>	D	\$ 140.47 <sub>(8)</sub>	42,751	D
Common Stock, par value \$\$.0001 per share	02/08/2016	S	58 <sup>(2)</sup>	D	\$ 140.32 <sub>(8)</sub>	42,693	D
Common Stock, par value \$\$.0001 per share	02/08/2016	S	1,908 <sub>(2)</sub>	D	\$ 138.02 <sub>(9)</sub>	40,785	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene- Own- Follo- Repo- Trans- (Instr.			
			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

MACKAY MARTIN  
C/O ALEXION PHARMACEUTICALS, INC.  
100 COLLEGE STREET  
NEW HAVEN, CT 06510

EVP & Global Head of R&D

## Signatures

/s/ Michael Greco, Attorney-in-Fact for Martin  
Mackay

02/08/2016

\_\_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).

- On February 4, 2016, the Leadership and Compensation Committee determined that the reporting person earned 11,763 Performance Share Units upon achievement of certain performance targets previously established by the Committee. 1/3 of such shares vested on February 4, 2016 and 1/3 vest on each subsequent anniversary.
- (2) This sale was made to cover withholding taxes immediately following the vesting of previously granted Performance Stock Units. This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$145.00 - \$145.99. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.
  - (3) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$144.00 - \$144.99. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.
  - (4) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$143.00 - \$143.99. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.
  - (5) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$142.00 - \$142.99. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.
  - (6) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$141.00 - \$141.99. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.
  - (7) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$141.00 - \$141.99. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.

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(8) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$140.00 - \$140.99. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.

(9) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$138.00 - \$138.99. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.

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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