

ALEXION PHARMACEUTICALS INC
 Form 4
 February 08, 2016

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 *
 Carmichael Clare

(Last) (First) (Middle)

C/O ALEXION
 PHARMACEUTICALS, INC., 100
 COLLEGE STREET

(Street)

NEW HAVEN, CT 06510

(City) (State) (Zip)

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

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

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)
 ____ 10% Owner
 ____ Other (specify below)
 EVP, Chief HR Officer

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 \$0.0001 per share | 02/04/2016 | | S | 203 ⁽¹⁾ | D 143.81 ⁽²⁾ 26,953 | D | |
| Common Stock, par value \$0.0001 per share | 02/04/2016 | | S | 4 ⁽¹⁾ | D 145.13 ⁽³⁾ 26,949 | D | |

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| | | | | | | | |
|--|------------|---|------------------------------|---|---------------------------|--------|---|
| Common Stock, par value \$0.0001 per share | 02/04/2016 | A | <u>11,763</u> ⁽⁴⁾ | A | \$ 0 | 38,712 | D |
| Common Stock, par value \$0.0001 per share | 02/05/2016 | S | 100 ⁽⁵⁾ | D | \$ 145.38 ⁽³⁾ | 38,612 | D |
| Common Stock, par value \$0.0001 per share | 02/05/2016 | S | 300 ⁽⁵⁾ | D | \$ 144.33 ⁽⁶⁾ | 38,312 | D |
| Common Stock, par value \$0.0001 per share | 02/05/2016 | S | 100 ⁽⁵⁾ | D | \$ 143.58 ⁽²⁾ | 38,212 | D |
| Common Stock, par value \$0.0001 per share | 02/05/2016 | S | 160 ⁽⁵⁾ | D | \$ 142.15 ⁽⁷⁾ | 38,052 | D |
| Common Stock, par value \$0.0001 per share | 02/05/2016 | S | 400 ⁽⁵⁾ | D | \$ 141.42 ⁽⁸⁾ | 37,652 | D |
| Common Stock, par value \$0.0001 per share | 02/05/2016 | S | 933 ⁽⁵⁾ | D | \$ 140.44 ⁽⁹⁾ | 36,719 | D |
| Common Stock, par value \$0.0001 per share | 02/08/2016 | S | 185 ⁽¹⁾ | D | \$ 138.02 ⁽¹⁰⁾ | 36,534 | D |
| Common Stock, par value \$0.0001 per share | 02/08/2016 | S | 79 ⁽⁵⁾ | D | \$ 139.13 ⁽¹¹⁾ | 36,455 | D |
| | 02/08/2016 | S | | D | | 34,054 | D |

| | | |
|-------------|------------|-------------|
| Common | 2,401 | \$ |
| Stock, par | <u>(5)</u> | 138.02 |
| value | | <u>(10)</u> |
| \$.0001 per | | |
| share | | |

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 (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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carmichael Clare C/O ALEXION PHARMACEUTICALS, INC. 100 COLLEGE STREET NEW HAVEN, CT 06510 | | | EVP, Chief HR Officer | |

Signatures

| | |
|--|------------|
| /s/ Michael Greco, Attorney-in-Fact for Clare Carmichael | 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).
- (1) This sale was made to cover withholding taxes immediately following the vesting of previously granted Restricted Stock Units.

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- (2) 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.
- (3) 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.
- (4) 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.
- (5) This sale was made to cover withholding taxes immediately following the vesting of previously granted Performance Stock Units.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$139.00 - \$139.99. 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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