

REGENERON PHARMACEUTICALS INC

Form 4

December 14, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BAKER CHARLES A**

(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)  
**12/12/2016**

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 12/12/2016                              |                                                             | M <sup>(1)</sup>                        | 3,000                                                               | A \$ 18.61                                                                                                         | 12,000                                                               | D                                                                              |
| Common<br>Stock                       | 12/12/2016                              |                                                             | S <sup>(1)</sup>                        | 600                                                                 | D \$ 390.67                                                                                                        | 11,400                                                               | D                                                                              |
| Common<br>Stock                       | 12/12/2016                              |                                                             | S <sup>(1)</sup>                        | 1,200                                                               | D \$ 391.36                                                                                                        | 10,200                                                               | D                                                                              |
| Common                                | 12/12/2016                              |                                                             | S <sup>(1)</sup>                        | 400                                                                 | D \$                                                                                                               | 9,800                                                                | D                                                                              |

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|              |            |      |     |   |                     |       |   |
|--------------|------------|------|-----|---|---------------------|-------|---|
| Stock        |            |      |     |   | 392.41<br>(4)       |       |   |
| Common Stock | 12/12/2016 | S(1) | 600 | D | \$<br>393.64<br>(5) | 9,200 | D |
| Common Stock | 12/12/2016 | S(1) | 200 | D | \$<br>394.33<br>(6) | 9,000 | D |

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 18.61                                               | 12/12/2016                           |                                                    | M(1)                           | 3,000                                                                                   | (7) 01/02/2019                                           | Common Stock 3,000                                            |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |         |       |
|-----------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                       | Director      | 10% Owner | Officer | Other |
| BAKER CHARLES A<br>777 OLD SAW MILL RIVER ROAD<br>TARRYTOWN, NY 10591 | X             |           |         |       |

## Signatures

/s/\*\*Charles A.  
Baker  
12/13/2016  
Date  
Signature of Reporting Person

## 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 600 shares of Company stock on December 12, 2016 at prices ranging from

(2) \$390.26 to \$390.99. 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 December 12, 2016 at each separate price.

Represents volume-weighted average price of sales of 1,200 shares of Company stock on December 12, 2016 at prices ranging from

(3) \$391.02 to \$391.99. 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 December 12, 2016 at each separate price.

Represents volume-weighted average price of sales of 400 shares of Company stock on December 12, 2016 at prices ranging from

(4) \$392.00 to \$392.82. 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 December 12, 2016 at each separate price.

Represents volume-weighted average price of sales of 600 shares of Company stock on December 12, 2016 at prices ranging from

(5) \$393.39 to \$393.96. 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 December 12, 2016 at each separate price.

Represents volume-weighted average price of sales of 200 shares of Company stock on December 12, 2016 at prices ranging from

(6) \$394.24 to \$394.41. 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 December 12, 2016 at each separate price.

(7) The stock option becomes exercisable in three 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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