

REGENERON PHARMACEUTICALS INC

Form 4

March 17, 2015

**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 \*  
**LAROSA JOSEPH J**

(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)  
**03/16/2015**

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)  
**SVP General Counsel and Secret**

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|---------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price   |                                                                                               |                                                          |                                                       |
| Common Stock                    | 03/16/2015                           |                                                    | M <sup>(1)</sup>               |                                                                   | 18,311 | A          | \$ 59.2 | 28,311                                                                                        | D                                                        |                                                       |
| Common Stock                    | 03/16/2015                           |                                                    | S <sup>(1)</sup>               |                                                                   | 18,311 | D          | \$ 450  | 10,000                                                                                        | D                                                        |                                                       |
| Common Stock                    | 03/16/2015                           |                                                    | M                              |                                                                   | 1,970  | A          | \$ 59.2 | 11,970                                                                                        | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            |         | 120                                                                                           | I                                                        | By 401(k) Plan                                        |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|-------------------------------------|
| Incentive<br>Stock Option<br>(right to buy)         | \$ 59.2                                                            | 03/16/2015                              |                                                             | M                                    | 1,970                                                                                                        | <u>(2)</u> 09/01/2021                                          | Common<br>Stock                                                | 1,970                               |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 59.2                                                            | 03/16/2015                              |                                                             | M <sup>(1)</sup>                     | 18,311                                                                                                       | <u>(2)</u> 09/01/2021                                          | Common<br>Stock                                                | 18,311                              |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |                                         |       |
|-----------------------------------------------------------------------|---------------|-----------|-----------------------------------------|-------|
|                                                                       | Director      | 10% Owner | Officer                                 | Other |
| LAROSA JOSEPH J<br>777 OLD SAW MILL RIVER ROAD<br>TARRYTOWN, NY 10591 |               |           | SVP<br>General<br>Counsel and<br>Secret |       |

## Signatures

/s/\*\*Joseph J.

LaRosa

03/17/2015

\*\*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) Disposition/acquisition made pursuant to a plan intended to comply with Rule 10b5-1(c).

(2) 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.

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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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