

Dethlefs Sven
 Form 4
 September 20, 2018

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 *
 Dethlefs Sven

2. Issuer Name and Ticker or Trading Symbol
 TEVA PHARMACEUTICAL INDUSTRIES LTD [TEVA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/18/2018

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 EVP Global Marketing&Portfolio

C/O TEVA PHARMACEUTICAL INDUSTRIES LTD., 5 BASEL STREET

(Street)

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

PETACH TIKVA, L3 4951033

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares ⁽¹⁾ | 09/18/2018 | | M | | 1,445 | A | 7,889.7 |
| Ordinary Shares ⁽¹⁾ | 09/18/2018 | | S ⁽³⁾ | | 625 ⁽⁴⁾ | D | \$ 23.707 ⁽⁵⁾ |

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

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number.

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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Share Units | (2) | 09/18/2018 | | M | 1,445 | (6) (6) | Ordinary Shares (1) | 1,445 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dethlefs Sven C/O TEVA PHARMACEUTICAL INDUSTRIES LTD. 5 BASEL STREET PETACH TIKVA, L3 4951033 | | | EVP Global Marketing & Portfolio | |

Signatures

/s/ Dov Bergwerk, as attorney-in-fact for Sven Dethlefs
Date: 09/20/2018

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 Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- (2) Each restricted share unit represents a contingent right to receive, at settlement, one ordinary share or, at the option of the Human Resources and Compensation Committee, the cash value of one ordinary share.
- (3) The Reporting Person's sale of shares reported herein is matchable under Section 16(b) of the Securities and Exchange Act of 1934, as amended ("Section 16(b)"). The Reporting Person has made arrangements with the Issuer to voluntarily disgorge to the Issuer the Section 16(b) profit that resulted from the transaction reported herein.
- (4) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the restricted share units listed in Table II.

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
- (5) \$23.640 to \$23.735, inclusive. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (6) Restricted share units were granted on September 18, 2017, with 1,445 vesting on September 18, 2018 and 1,446 vesting on September 18, 2019.

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.