

YANCOPOULOS GEORGE

Form 4

December 18, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
YANCOPOULOS GEORGE

(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)
12/14/2012

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)
EVP CSO Pres Regen Res Labs

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	12/14/2012		F(1)		38,391	D	\$ 179.13
Common Stock	12/17/2012		M(1)		266	A	\$ 109.29
Common Stock	12/17/2012		F(1)		161	D	\$ 179.13
Common Stock	12/17/2012		F(1)		47	D	\$ 179.13
	12/17/2012		M(1)		10,103	A	
							1,304,811

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Common Stock					\$ 109.29			
Common Stock	12/17/2012	F ⁽¹⁾	6,163	D	\$ 179.13	1,298,648	D	
Common Stock	12/17/2012	F ⁽¹⁾	1,814	D	\$ 179.13	1,296,834	D	
Common Stock	12/17/2012	F ⁽¹⁾	230,350	D	\$ 179.13	1,066,484	D	
Common Stock						5,534	I	By 401(k) Plan

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

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(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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 21.25	12/14/2012		A		150,000		<u>(2)</u>	12/18/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 109.29	12/17/2012		M <u>(1)</u>			266	08/15/2012	12/20/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 109.29	12/17/2012		M <u>(1)</u>			10,103	08/15/2012	12/20/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 179.13	12/14/2012		A		239,063		<u>(4)</u>	12/14/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

YANCOPOULOS GEORGE

777 OLD SAW MILL RIVER ROAD X
TARRYTOWN, NY 10591

EVP CSO Pres Regen Res Labs

Signatures

/s/**George D.

12/18/2012

Yancopoulos

__**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).

On December 18, 2009, the reporting person was granted an option to purchase 150,000 shares of Common Stock. The option vests,

(2) partially or in full, on December 31, 2012, based on the extent to which the company satisfies certain performance criteria during the period ending December 31, 2012. The performance criteria have been met and the option will vest as to all 150,000 shares on December 31, 2012.

(3) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are not applicable in this case.

(4) The stock option award vests in four 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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