

REGENERON PHARMACEUTICALS INC
 Form 4
 May 22, 2013

FORM 4

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

OMB APPROVAL

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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 *
GOLDBERG MURRAY 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)
05/20/2013

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 Finance and Admin CFO and

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 or Price		
Common Stock	05/21/2013		S ⁽¹⁾		\$ 1,777 255.52 (2)	D	
Common Stock	05/21/2013		S ⁽¹⁾		\$ 9,561 256.61 (3)	D	
Common Stock	05/21/2013		S ⁽¹⁾		\$ 3,516 257.59 (4)	D	

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Common Stock	05/21/2013	S ⁽¹⁾	8,989	D	\$ 258.54 (5)	101,546	D	
Common Stock	05/21/2013	S ⁽¹⁾	8,566	D	\$ 259.48 (6)	92,980	D	
Common Stock	05/21/2013	S ⁽¹⁾	18,542	D	\$ 260.57 (7)	74,438	D	
Common Stock	05/21/2013	S ⁽¹⁾	8,774	D	\$ 261.36 (8)	65,664	D	
Common Stock	05/21/2013	S ⁽¹⁾	1,910	D	\$ 262.14 (9)	63,754	D	
Common Stock	05/21/2013	S ⁽¹⁾	2,200	D	\$ 263.89 (10)	61,554	D	
Common Stock	05/21/2013	S ⁽¹⁾	3,000	D	\$ 264.61 (11)	58,554	D	
Common Stock						5,618	I	By 401(k) Plan
Common Stock						750	I	by Spouse

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 Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

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Incentive Stock Option (right to buy)	\$ 16.8	05/21/2013	M	952	(12)	12/17/2018	Common Stock	9
Incentive Stock Option (right to buy)	\$ 20.32	05/21/2013	M	3,071	(12)	12/18/2016	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 16.8	05/20/2013	M ⁽¹⁾	12,798	(12)	12/17/2018	Common Stock	12
Non-Qualified Stock Option (right to buy)	\$ 16.8	05/20/2013	M ⁽¹⁾	16,250	(14)	12/17/2018	Common Stock	16
Non-Qualified Stock Option (right to buy)	\$ 16.8	05/20/2013	M ⁽¹⁾	20,000	(14)	12/17/2018	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 16.8	05/20/2013	M ⁽¹⁾	20,000	(14)	12/17/2018	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 21.25	05/20/2013	M ⁽¹⁾	50,000	(15)	12/18/2019	Common Stock	50
Non-Qualified Stock Option (right to buy)	\$ 21.25	05/20/2013	M ⁽¹⁾	6,250	(15)	12/18/2019	Common Stock	6
Non-Qualified Stock Option (right to buy)	\$ 21.25	05/20/2013	M ⁽¹⁾	15,000	(12)	12/18/2019	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 21.25	05/20/2013	M ⁽¹⁾	3,750	(12)	12/18/2019	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 53.18	05/20/2013	M ⁽¹⁾	3,919	07/27/2011	12/15/2014	Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDBERG MURRAY A 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591			SVP Finance and Admin CFO and	

Signatures

/s/**Murray A.
Goldberg

05/22/2013

__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).

Represents volume-weighted average price of sales of 1,777 shares of Company stock on May 21, 2013 at prices ranging from \$255.29 to \$255.85. 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 May 21, 2013 at each separate price.

(3) Represents volume-weighted average price of sales of 9,561 shares of Company stock on May 21, 2013 at prices ranging from \$256.26 to \$256.99. 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 May 21, 2013 at each separate price.

(4) Represents volume-weighted average price of sales of 3,516 shares of Company stock on May 21, 2013 at prices ranging from \$257.15 to \$257.90. 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 May 21, 2013 at each separate price.

(5) Represents volume-weighted average price of sales of 8,989 shares of Company stock on May 21, 2013 at prices ranging from \$258.00 to \$258.97. 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 May 21, 2013 at each separate price.

(6) Represents volume-weighted average price of sales of 8,566 shares of Company stock on May 21, 2013 at prices ranging from \$259.00 to \$259.98. 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 May 21, 2013 at each separate price.

(7) Represents volume-weighted average price of sales of 18,542 shares of Company stock on May 21, 2013 at prices ranging from \$260.00 to \$260.98. 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 May 21, 2013 at each separate price.

(8) Represents volume-weighted average price of sales of 8,774 shares of Company stock on May 21, 2013 at prices ranging from \$261.00 to \$261.73. 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 May 21, 2013 at each separate price.

(9) Represents volume-weighted average price of sales of 1,910 shares of Company stock on May 21, 2013 at prices ranging from \$262.06 to \$262.23. 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 May 21, 2013 at each separate price.

(10) Represents volume-weighted average price of sales of 2,200 shares of Company stock on May 21, 2013 at prices ranging from \$263.58 to \$263.99. 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 May 21, 2013 at each separate price.

(11) Represents volume-weighted average price of sales of 3,000 shares of Company stock on May 21, 2013 at prices ranging from \$264.26 to \$264.96. 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 May 21, 2013 at each separate price.

(12) 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.

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

(14) On December 17, 2008, the reporting person was granted an option to purchase 56,250 shares of Common Stock. The option was eligible to vest, partially or in full, on December 31, 2011, based on the extent to which the company satisfied certain performance criteria. The performance criteria were met and the option vested as to all shares.

(15) On December 14, 2009, the reporting person was granted an option to purchase 56,250 shares of Common Stock. The option was eligible to vest, partially or in full, on December 31, 2012, based on the extent to which the company satisfied certain performance criteria. The performance criteria were met and the option vested as to all shares.

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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