

ALEXION PHARMACEUTICALS INC
 Form 4
 March 03, 2015

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 *
 Carmichael Clare

2. Issuer Name and Ticker or Trading Symbol
 ALEXION PHARMACEUTICALS INC [ALXN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, Chief HR Officer

(Last) (First) (Middle)

C/O ALEXION PHARMACEUTICALS, 352 KNOTTER DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 02/27/2015

(Street)
 CHESHIRE, CT 06410

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

(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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.0001 per share	02/27/2015		A	(A) 5,100 (1)	\$ 0 26,770	D	
Common Stock, par value \$0.0001 per share	02/27/2015		A	(A) 1,745 (2)	\$ 0 28,515	D	

Common
 Stock, par
 value 03/02/2015 S 706 ⁽³⁾ D \$ 180.34 27,809 D
 \$.0001 per
 share

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

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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)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option to Purchase Common Stock	\$ 180.37	02/27/2015		A	24,400 ⁽⁴⁾	02/27/2016 02/27/2025	Common Stock, par value \$0.0001 per share 24,400
Option to Purchase Common Stock	\$ 180.37	02/27/2015		A	5,874 ⁽⁵⁾	02/27/2016 02/27/2025	Common Stock, par value \$0.0001 per share 5,874

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carmichael Clare C/O ALEXION PHARMACEUTICALS 352 KNOTTER DRIVE CHESHIRE, CT 06410			EVP, Chief HR Officer	

Signatures

/s/ Michael Greco, Attorney-in-Fact for Clare
Carmichael

03/03/2015

__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) Award of Restricted Stock Units under the 2004 Incentive Plan. 25% vests on each anniversary of the grant date.
- (2) Award of Restricted Stock Units under the 2004 Incentive Plan. 1/3 vests on each anniversary of the grant date.
- (3) This sale was made to cover withholding taxes immediately following the vesting of previously granted Restricted Stock Units.
- (4) 25% vests on the first anniversary of the grant date and 1/16 every three months thereafter.
- (5) 1/3 vests on each anniversary of the grant date.

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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