BROWN MICHAEL S
Form 4
September 28, 2018

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN MICHAEL S

(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)
09/27/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | 09/27/2018 | | M[(1)] | | 2,000 | A | $ 273.67 | 2,000 | D | |
| Common Stock | 09/27/2018 | | S[(1)] | | 389 | D | $ 390.23 [(2)] | 1,611 | D | |
| Common Stock | 09/27/2018 | | S[(1)] | | 601 | D | $ 391.38 [(3)] | 1,010 | D | |
| Common | 09/27/2018 | | S[(1)] | | 410 | D | $ | 600 | D | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Stock | | | | | | 392.37 (4) | | | |
| Common Stock | 09/27/2018 | | S(1) | 300 | D | $ 393.49 (5) | 300 | D | |
| Common Stock | 09/27/2018 | | S(1) | 40 | D | $ 394.43 | 260 | D | |
| Common Stock | 09/27/2018 | | S(1) | 260 | D | $ 395.42 (6) | 0 | D | |
| Common Stock | | | | | | | 5,000 | I | by SLAT (7) |
| Common Stock | | | | | | | 12,349 | I | by Trust |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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 Underlying Securitie (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Shares |
| Non-Qualified Stock Option (right to buy) | $ 273.67 | 09/27/2018 | | M(1) | | | 2,000 | (8) | 01/02/2024 | Common Stock | 2,00 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| | X | | | |

BROWN MICHAEL S
777 OLD SAW MILL RIVER ROAD
TARRYTOWN, NY 10591

# Signatures

| | |
|---|---|
| /s/**Michael S. Brown | 09/28/2018 |
| **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)** Disposition/acquisition made pursuant to a plan intended to comply with Rule 10b5-1(c).

**(2)** Represents volume-weighted average price of sales of 389 shares of Company stock on September 27, 2018 at prices ranging from $390.00 to $390.54. 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 September 27, 2018 at each separate price.

**(3)** Represents volume-weighted average price of sales of 601 shares of Company stock on September 27, 2018 at prices ranging from $391.00 to $391.38. 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 September 27, 2018 at each separate price.

**(4)** Represents volume-weighted average price of sales of 410 shares of Company stock on September 27, 2018 at prices ranging from $392.00 to $392.41. 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 September 27, 2018 at each separate price.

**(5)** Represents volume-weighted average price of sales of 300 shares of Company stock on September 27, 2018 at prices ranging from $393.41 to $393.55. 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 September 27, 2018 at each separate price.

**(6)** Represents volume-weighted average price of sales of 260 shares of Company stock on September 27, 2018 at prices ranging from $395.18 to $395.97. 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 September 27, 2018 at each separate price.

**(7)** These shares are held in a trust for the benefit of the reporting person's immediate family members. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

**(8)** The stock option becomes exercisable in three 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.
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.