

REGENERON PHARMACEUTICALS INC  
 Form 4  
 February 02, 2012

**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 \*  
**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)  
 01/31/2012

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)  
 SVP Finance and Admin CFO Trea

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	01/26/2012		G	V	2,250	D	\$ 0 87,111 D
Common Stock	01/31/2012		M <sup>(1)</sup>	A	28,079	A	\$ 20.32 115,190 D
Common Stock	01/31/2012		F <sup>(1)</sup>	D	6,334	D	\$ 90.07 108,856 D
Common Stock	01/31/2012		F <sup>(1)</sup>	D	10,017	D	\$ 90.07 98,839 D
	01/31/2012		M <sup>(1)</sup>	A	16,000	A	114,839 D

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Common Stock					\$ 21.92			
Common Stock	01/31/2012	F <sup>(1)</sup>	3,893	D	\$ 90.07	110,946	D	
Common Stock	01/31/2012	F <sup>(1)</sup>	5,577	D	\$ 90.07	105,369	D	
Common Stock	02/01/2012	S <sup>(1)</sup>	3,015	D	\$ 90.64 <u>(2)</u>	102,354	D	
Common Stock	02/01/2012	S <sup>(1)</sup>	7,151	D	\$ 91.71 <u>(3)</u>	95,203	D	
Common Stock	02/01/2012	S <sup>(1)</sup>	7,992	D	\$ 92.22 <u>(4)</u>	87,211	D	
Common Stock	02/01/2012	S <sup>(1)</sup>	100	D	\$ 93.04	87,111	D	
Common Stock						5,416	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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 20.32	01/31/2012		M <sup>(1)</sup>	28,079	<u>(5)</u>	12/18/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.92	01/31/2012		M <sup>(1)</sup>	16,000	<u>(5)</u>	12/17/2017	Common Stock
Non-Qualified	\$ 90.07	01/31/2012		A <sup>(1)</sup>	6,334	01/31/2012	12/18/2016	Common

Stock Option (right to buy)								Stock
Non-Qualified Stock Option (right to buy)	\$ 90.07	01/31/2012	A <sup>(1)</sup>	3,893	01/31/2012	12/17/2017		Common Stock

## 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 Trea	

## Signatures

/s/\*\*Murray A.  
Goldberg

02/02/2012

\*\*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 3,015 shares of Company stock on February 1, 2012 at prices ranging from \$90.06 to \$90.99. 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 February 1, 2012 at each separate price.

(3) Represents volume-weighted average price of sales of 7,151 shares of Company stock on February 1, 2012 at prices ranging from \$91.00 to \$91.99. 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 February 1, 2012 at each separate price.

(4) Represents volume-weighted average price of sales of 7,992 shares of Company stock on February 1, 2012 at prices ranging from \$92.00 to \$92.97. 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 February 1, 2012 at each separate price.

(5) 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.

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

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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