

STAHL NEIL
Form 4
February 15, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
STAHL NEIL

2. Issuer Name and Ticker or Trading Symbol
REGENERON
PHARMACEUTICALS INC
[REGN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP Research and Development S

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2012

777 OLD SAW MILL RIVER ROAD

(Street)

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

TARRYTOWN, NY 10591

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/13/2012 | | M | | 63,234 A \$ 8.5 | D | |
| Common Stock | 02/13/2012 | | F | | 4,741 D \$ 113.35 | D | |
| Common Stock | 02/13/2012 | | F | | 28,869 D \$ 113.35 | D | |
| Common Stock | 02/13/2012 | | M | | 3,432 A \$ 8.5 | D | |
| | 02/13/2012 | | F | | 257 D | D | 91,920 |

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| | | | | | | | | | |
|--------------|------------|---|--------|---|--------|---------|---|--|-------------------|
| Common Stock | | | | | \$ | | | | |
| | | | | | 113.35 | | | | |
| Common Stock | 02/13/2012 | F | 1,597 | D | \$ | 90,323 | D | | |
| | | | | | 113.35 | | | | |
| Common Stock | 02/14/2012 | M | 50,000 | A | \$ | 140,323 | D | | |
| | | | | | 16.8 | | | | |
| Common Stock | 02/14/2012 | F | 7,566 | D | \$ | 132,757 | D | | |
| | | | | | 111.01 | | | | |
| Common Stock | 02/14/2012 | F | 21,352 | D | \$ | 111,405 | D | | |
| | | | | | 111.01 | | | | |
| Common Stock | 02/14/2012 | S | 333 | D | \$ | 111,072 | D | | |
| | | | | | 107.83 | | | | |
| | | | | | (1) | | | | |
| Common Stock | 02/14/2012 | S | 2,350 | D | \$ | 108,722 | D | | |
| | | | | | 108.6 | | | | |
| | | | | | (2) | | | | |
| Common Stock | 02/14/2012 | S | 8,510 | D | \$ | 100,212 | D | | |
| | | | | | 109.61 | | | | |
| | | | | | (3) | | | | |
| Common Stock | 02/14/2012 | S | 17,694 | D | \$ | 82,518 | D | | |
| | | | | | 110.35 | | | | |
| | | | | | (4) | | | | |
| Common Stock | 02/14/2012 | S | 600 | D | \$ | 81,918 | D | | |
| | | | | | 111.91 | | | | |
| | | | | | (5) | | | | |
| Common Stock | 02/14/2012 | S | 1,115 | D | \$ | 80,803 | D | | |
| | | | | | 112.1 | | | | |
| | | | | | (6) | | | | |
| Common Stock | 02/14/2012 | S | 600 | D | \$ | 80,203 | D | | |
| | | | | | 113.47 | | | | |
| | | | | | (7) | | | | |
| Common Stock | 02/15/2012 | S | 19,057 | D | \$ | 61,146 | D | | |
| | | | | | 107.79 | | | | |
| | | | | | (8) | | | | |
| Common Stock | 02/15/2012 | S | 2,025 | D | \$ | 59,121 | D | | |
| | | | | | 108.09 | | | | |
| | | | | | (9) | | | | |
| Common Stock | | | | | | 5,335 | I | | By 401(k) Plan |

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 8.5 | 02/13/2012 | | M | 63,234 | 02/10/2012 ⁽¹⁰⁾ 12/20/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 8.5 | 02/13/2012 | | M | 3,432 | 02/10/2012 ⁽¹⁰⁾ 12/20/2012 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 16.8 | 02/14/2012 | | M | 50,000 | 12/31/2011 ⁽¹²⁾ 12/17/2018 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STAHL NEIL 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591 | | | SVP Research and Development S | |

Signatures

/s/**Neil Stahl 02/15/2012
 **Signature of Date
 Reporting Person

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) Represents volume-weighted average price of sales of 333 shares of Company stock on February 14, 2012 at prices ranging from \$107.62 to \$107.96.. 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 February 14, 2012 at each separate price.
- (2) Represents volume-weighted average price of sales of 2,350 shares of Company stock on February 14, 2012 at prices ranging from \$108.03 to \$108.99. 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 14, 2012 at each separate price.
- (3) Represents volume-weighted average price of sales of 8,510 shares of Company stock on February 14, 2012 at prices ranging from \$109.02 to \$109.98.. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person

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- will provide full information regarding the number of shares sold by the reporting person on February 14, 2012 at each separate price.
- Represents volume-weighted average price of sales of 17,694 shares of Company stock on February 14, 2012 at prices ranging from
- (4) \$110.00 to \$110.77. 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 14, 2012 at each separate price.
- Represents volume-weighted average price of sales of 600 shares of Company stock on February 14, 2012 at prices ranging from
- (5) \$111.79 to \$111.98. 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 February 14, 2012 at each separate price.
- Represents volume-weighted average price of sales of 1,115 shares of Company stock on February 14, 2012 at prices ranging from
- (6) \$112.00 to \$112.17. 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 14, 2012 at each separate price.
- Represents volume-weighted average price of sales of 600 shares of Company stock on February 14, 2012 at prices ranging from
- (7) \$113.25 to \$113.47. 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 14, 2012 at each separate price.
- Represents volume-weighted average price of sales of 19,057 shares of Company stock on February 15, 2012 at prices ranging from
- (8) \$107.60 to \$107.98 . 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 February 15, 2012 at each separate price.
- Represents volume-weighted average price of sales of 2,025 shares of Company stock on February 15, 2012 at prices ranging from
- (9) \$108.00 to \$108.09 . 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 15, 2012 at each separate price.
- (10) The option became exercisable with respect to all shares underlying the option upon the satisfaction by the company of certain performance criteria on February 10, 2012.
- (11) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are not applicable in this case.
- (12) The option became exercisable with respect to all shares underlying the option on December 31, 2011, based upon the satisfaction by the company of certain performance criteria during the period ended December 31, 2011.

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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