

VAGELOS P ROY  
Form 4  
June 22, 2018

**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 \*  
VAGELOS P ROY

(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)  
06/20/2018

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)

Chairman of the Board

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  | (A) or (D)   | Price   |
| Common Stock                    | 06/20/2018                           |  | M <sup>(1)</sup>               |   | 153,274   | A  | \$ 16.8   |
| Common Stock                    | 06/20/2018                           |  | F <sup>(1)</sup>               |   | 78,564  | D  | \$ 333.07   |
| Common Stock                    | 06/21/2018                           |  | S <sup>(1)</sup>               |   | 400   | D  | \$ 323.97   |
| Common Stock                    | 06/21/2018                           |  | S <sup>(1)</sup>               |   | 500   | D  | \$ 324.18   |

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|              |            |                        |        |   |                             |         |   |                            |
|--------------|------------|------------------------|--------|---|-----------------------------|---------|---|----------------------------|
| Common Stock | 06/21/2018 | <u>S<sup>(1)</sup></u> | 8,047  | D | <u>(3)</u><br>\$<br>325.67  | 465,610 | D |                            |
| Common Stock | 06/21/2018 | <u>S<sup>(1)</sup></u> | 15,594 | D | <u>(4)</u><br>\$<br>326.57  | 450,016 | D |                            |
| Common Stock | 06/21/2018 | <u>S<sup>(1)</sup></u> | 19,393 | D | <u>(5)</u><br>\$<br>327.48  | 430,623 | D |                            |
| Common Stock | 06/21/2018 | <u>S<sup>(1)</sup></u> | 12,426 | D | <u>(6)</u><br>\$<br>328.45  | 418,197 | D |                            |
| Common Stock | 06/21/2018 | <u>S<sup>(1)</sup></u> | 12,854 | D | <u>(7)</u><br>\$<br>329.51  | 405,343 | D |                            |
| Common Stock | 06/21/2018 | <u>S<sup>(1)</sup></u> | 3,096  | D | <u>(8)</u><br>\$<br>330.32  | 402,247 | D |                            |
| Common Stock | 06/21/2018 | <u>S<sup>(1)</sup></u> | 100    | D | <u>(9)</u><br>\$<br>331.09  | 402,147 | D |                            |
| Common Stock | 06/21/2018 | <u>S<sup>(1)</sup></u> | 1,300  | D | <u>(10)</u><br>\$ 332.8     | 400,847 | D |                            |
| Common Stock | 06/21/2018 | <u>S<sup>(1)</sup></u> | 500    | D | <u>(11)</u><br>\$<br>333.15 | 400,347 | D |                            |
| Common Stock | 06/21/2018 | <u>S<sup>(1)</sup></u> | 300    | D | <u>(12)</u><br>\$<br>335.01 | 400,047 | D |                            |
| Common Stock | 06/21/2018 | <u>S<sup>(1)</sup></u> | 200    | D | \$<br>336.87                | 399,847 | D |                            |
| Common Stock | 01/02/2018 | G V                    | 557    | D | \$ 0                        | 149,160 | I | by CLAT                    |
| Common Stock | 04/02/2018 | G V                    | 616    | D | \$ 0                        | 148,544 | I | by CLAT                    |
| Common Stock |            |                        |        |   |                             | 2,310   | I | By<br>401(k)<br>Plan       |
| Common Stock |            |                        |        |   |                             | 83,652  | I | by<br>Spouse as<br>Trustee |
| Common Stock |            |                        |        |   |                             | 1,203   | I | by trust<br>for            |

grandch  
(13)

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        | Am<br>Nu<br>Sha |
| Non-Qualified Stock Option (right to buy)  | \$ 16.8  | 06/20/2018                           |  | M <sup>(1)</sup>               | 153,274   | <sup>(14)</sup>  | 12/17/2018  | Common Stock | 15              |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| VAGELOS P ROY<br>777 OLD SAW MILL RIVER ROAD<br>TARRYTOWN, NY 10591 | X             |           | Chairman of the Board |       |

## Signatures

/s/\*\*P. Roy  
VageLos 06/21/2018  
 \*\*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).  
Represents volume-weighted average price of sales of 400 shares of Company stock on June 21, 2018 at prices ranging from \$323.96 to \$323.98. 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 June 21, 2018 at each separate price.
- (3)

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Represents volume-weighted average price of sales of 500 shares of Company stock on June 21, 2018 at prices ranging from \$324.16 to \$324.23. 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 June 21, 2018 at each separate price.

- (4) Represents volume-weighted average price of sales of 8,047 shares of Company stock on June 21, 2018 at prices ranging from \$325.05 to \$325.99. 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 June 21, 2018 at each separate price.
- (5) Represents volume-weighted average price of sales of 15,594 shares of Company stock on June 21, 2018 at prices ranging from \$326.00 to \$326.99. 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 June 21, 2018 at each separate price.
- (6) Represents volume-weighted average price of sales of 19,393 shares of Company stock on June 21, 2018 at prices ranging from \$327.00 to \$327.99. 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 June 21, 2018 at each separate price.
- (7) Represents volume-weighted average price of sales of 12,426 shares of Company stock on June 21, 2018 at prices ranging from \$328.00 to \$328.96. 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 June 21, 2018 at each separate price.
- (8) Represents volume-weighted average price of sales of 12,854 shares of Company stock on June 21, 2018 at prices ranging from \$329.00 to \$329.99. 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 June 21, 2018 at each separate price.
- (9) Represents volume-weighted average price of sales of 3,096 shares of Company stock on June 21, 2018 at prices ranging from \$330.00 to \$330.92. 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 June 21, 2018 at each separate price.
- (10) Represents volume-weighted average price of sales of 1,300 shares of Company stock on June 21, 2018 at prices ranging from \$332.40 to \$332.94. 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 June 21, 2018 at each separate price.
- (11) Represents volume-weighted average price of sales of 500 shares of Company stock on June 21, 2018 at prices ranging from \$333.01 to \$333.28. 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 June 21, 2018 at each separate price.
- (12) Represents volume-weighted average price of sales of 300 shares of Company stock on June 21, 2018 at prices ranging from \$335.00 to \$335.01. 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 June 21, 2018 at each separate price.
- (13) By a trust for the benefit of certain grandchildren of the reporting person, of which the reporting person and/or the spouse of the reporting person is trustee.
- (14) 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.

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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