

REGENERON PHARMACEUTICALS INC
Form 4
March 25, 2014

FORM 4

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

OMB APPROVAL

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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 *
Sanofi

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2014

54 RUE LA BOETIE
(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

PARIS, IO 75008

(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 (A) or (D) Price			
Common Stock	03/21/2014		P	5,024 (1) (2) A \$ 313.1237 (1) (3)	18,183,274	I	See note (4)
Common Stock	03/21/2014		P	10,934 (1) (2) A \$ 314.213 (1) (5)	18,194,208	I	See note (4)
Common Stock	03/21/2014		P	14,463 (1) (2) A \$ 315.0737 (1) (6)	18,208,671	I	See note (4)
Common Stock	03/21/2014		P	5,700 (1) (2) A \$ 316.1587	18,214,371	I	See note (4)

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					<u>(1) (7)</u>			
Common Stock	03/21/2014	P	<u>23,644</u> <u>(1) (2)</u>	A	\$ 317.2291 <u>(1) (8)</u>	18,238,015	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>26,229</u> <u>(1) (2)</u>	A	\$ 318.363 <u>(1) (9)</u>	18,264,244	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>37,436</u> <u>(1) (2)</u>	A	\$ 319.1846 <u>(1) (10)</u>	18,301,680	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>23,411</u> <u>(1) (2)</u>	A	\$ 320.0872 <u>(1) (11)</u>	18,325,091	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>16,036</u> <u>(1) (2)</u>	A	\$ 321.2298 <u>(1) (12)</u>	18,341,127	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>21,101</u> <u>(1) (2)</u>	A	\$ 322.28 <u>(1) (13)</u>	18,362,228	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>27,688</u> <u>(1) (2)</u>	A	\$ 323.3238 <u>(1) (14)</u>	18,389,916	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>31,754</u> <u>(1) (2)</u>	A	\$ 324.0934 <u>(1) (15)</u>	18,421,670	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>25,116</u> <u>(1) (2)</u>	A	\$ 325.187 <u>(1) (16)</u>	18,446,786	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>13,905</u> <u>(1) (2)</u>	A	\$ 326.1081 <u>(1) (17)</u>	18,460,691	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>8,918</u> <u>(1) (2)</u>	A	\$ 327.0443 <u>(1) (18)</u>	18,469,609	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>7,476</u> <u>(1) (2)</u>	A	\$ 328.2175 <u>(1) (19)</u>	18,477,085	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>1,749</u> <u>(1) (2)</u>	A	\$ 329.1682 <u>(1) (20)</u>	18,478,834	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>506</u> ⁽¹⁾ <u>(2)</u>	A	\$ 330.3839 <u>(1) (21)</u>	18,479,340	I	See note <u>(4)</u>
Common Stock	03/21/2014	P	<u>2,110</u> <u>(1) (2)</u>	A	\$ 331.4914 <u>(1) (22)</u>	18,481,450	I	See note <u>(4)</u>

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- (2) Represents shares acquired directly by sanofi-aventis Amerique du Nord ("SAAN").
- (3) Purchase prices range from \$312.50 to \$313.49 per share, inclusive.
Indirectly owned through (a) SAAN, a direct, wholly-owned subsidiary of Sanofi, and (b) Aventis Pharmaceuticals Inc. ("Aventis"), an indirect, wholly-owned subsidiary of SAAN. After giving effect to all acquisitions reported on this Form 4, the number of shares beneficially owned directly by SAAN and Aventis was 15,683,813 shares and 2,799,552 shares, respectively. Pursuant to the Amended and Restated Investor Agreement, dated as of January 11, 2014, by and among Sanofi, SAAN, sanofi-aventis US LLC, Aventis (collectively, the "Sanofi Parties") and the Issuer, the Sanofi Parties have agreed to vote their respective shares of the Issuer, subject to specified exceptions, in accordance with the recommendation of the Issuers Board of Directors.
- (4)
- (5) Purchase prices range from \$313.59 to \$314.58 per share, inclusive.
- (6) Purchase prices range from \$314.59 to \$315.55 per share, inclusive.
- (7) Purchase prices range from \$315.69 to \$316.65 per share, inclusive.
- (8) Purchase prices range from \$316.71 to \$317.70 per share, inclusive.
- (9) Purchase prices range from \$317.72 to \$318.71 per share, inclusive.
- (10) Purchase prices range from \$318.72 to \$319.71 per share, inclusive.
- (11) Purchase prices range from \$319.72 to \$320.71 per share, inclusive.
- (12) Purchase prices range from \$320.75 to \$321.74 per share, inclusive.
- (13) Purchase prices range from \$321.75 to \$322.70 per share, inclusive.
- (14) Purchase prices range from \$322.75 to \$323.74 per share, inclusive.
- (15) Purchase prices range from \$323.75 to \$324.73 per share, inclusive.
- (16) Purchase prices range from \$324.75 to \$325.73 per share, inclusive.
- (17) Purchase prices range from \$325.75 to \$326.68 per share, inclusive.
- (18) Purchase prices range from \$326.78 to \$327.60 per share, inclusive.
- (19) Purchase prices range from \$327.79 to \$328.77 per share, inclusive.
- (20) Purchase prices range from \$328.82 to \$329.61 per share, inclusive.
- (21) Purchase prices range from \$330.00 to \$330.76 per share, inclusive.
- (22) Purchase prices range from \$331.05 to \$331.99 per share, inclusive.
- (23) Purchase prices range from \$332.39 to \$333.00 per share, inclusive.

Remarks:

Due to technical limitation of the number of transactions reported, this report is 1 of 2.

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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