

YANCOPOULOS GEORGE
Form 4
December 17, 2018

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 *
YANCOPOULOS GEORGE

(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)
12/13/2018

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)
President and Chief Scientific

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 Ownership (Instr. 4)	
			Code	V	Amount	Price		
Common Stock	12/13/2018		M ⁽¹⁾		150,000	\$ 16.8	150,000	D
Common Stock	12/13/2018		F ⁽¹⁾		76,863	\$ 377.31	73,137	D
Common Stock	12/13/2018		M ⁽¹⁾		94,048	\$ 16.8	167,185	D
Common Stock	12/13/2018		F ⁽¹⁾		48,192	\$ 377.31	118,993	D
	12/13/2018		G	V	118,993	\$ 0	0	D

Common Stock									
Common Stock	12/13/2018		G V	118,993	A	\$ 0	602,594	I	by Trust
Common Stock							5,728	I	By 401(k) Plan
Common Stock							75,036	I	by 2017 GRAT
Common Stock							400,000	I	by 2018 GRAT

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

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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
Non-Qualified Stock Option (right to buy)	\$ 16.8	12/13/2018		M ⁽¹⁾	150,000	⁽²⁾ 12/17/2018	Common Stock 15
Non-Qualified Stock Option (right to buy)	\$ 16.8	12/13/2018		M ⁽¹⁾	94,048	⁽²⁾ 12/17/2018	Common Stock 9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YANCOPOULOS GEORGE 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591	X		President and Chief Scientific	

Signatures

/s/**George D.
Yancopoulos

12/14/2018

__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).

With respect to 150,000 underlying shares, the option became exercisable on December 31, 2011, based upon the satisfaction by the company of certain performance criteria during the period ended December 31, 2011. With respect to 94,048 underlying shares, the stock option award (combined incentive stock option and non-qualified stock option) vested 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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