

Sandrock Alfred
 Form 4
 February 14, 2019

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 *
 Sandrock Alfred

(Last) (First) (Middle)

BIOGEN INC., 225 BINNEY STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BIOGEN INC. [BIIB]

3. Date of Earliest Transaction (Month/Day/Year)
 02/12/2019

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)
 EVP, Chief Medical Officer

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	02/12/2019		M	1,104 A \$ 0	7,732.1941 (1)	D	
Common Stock	02/12/2019		F	358 D \$ 319.43	7,374.1941	D	
Common Stock	02/12/2019		F	588 D \$ 319.43	6,786.1941	D	
Common Stock	02/12/2019		M	1,965 A \$ 0	8,751.1941	D	
Common Stock	02/12/2019		F	873 D \$ 319.43	7,878.1941	D	

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Common Stock	02/12/2019	M	1,574	A	\$ 0	9,452.1941	D
Common Stock	02/12/2019	F	699	D	\$ 319.43	8,753.1941	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	02/12/2019		A	10,330	<u>(2)</u> 02/12/2022	Common Stock	10,330	
Restricted Stock Unit	\$ 0	02/12/2019		M	1,104	<u>(3)</u> 02/12/2020	Common Stock	1,104	
Restricted Stock Unit	\$ 0	02/12/2019		M	1,965	<u>(4)</u> 02/12/2019	Common Stock	1,965	
Restricted Stock Unit	\$ 0	02/12/2019		J	1,453 <u>(5)</u>	<u>(4)</u> 02/12/2019	Common Stock	1,453	
Restricted Stock Unit	\$ 0	02/12/2019		M	1,574	<u>(2)</u> 02/12/2021	Common Stock	1,574	
Restricted Stock Unit	\$ 0	02/12/2019		J	1,188	<u>(2)</u> 02/12/2021	Common Stock	1,188	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sandrock Alfred BIOGEN INC. 225 BINNEY STREET CAMBRIDGE, MA 02142			EVP, Chief Medical Officer	

Signatures

/s/ Suzanne Murray, Attorney in Fact for Alfred W.
Sandrock, Jr.

02/14/2019

__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) Includes 74.812 shares acquired under the Biogen Inc. employee stock purchase plan on 3/29/2018.

The number of RSUs reported represents the maximum possible number of shares that are eligible for vesting, which is 200% of the number of shares at target payout. One-third of these RSUs are eligible to vest on each of the first three anniversaries of the grant date.

(2) The actual number of shares that will vest on each vesting date will be determined by comparing the price of Biogen common stock on such vesting date to the price on the grant date (i.e., number of vested shares = number of shares at target payout times [the 30-day average closing stock price ending on the vesting date divided by the 30-day average closing stock price following and including the grant date]).

(3) The restricted stock units will vest in 2 annual installments. One-third will vest on the first anniversary of the grant date and two-thirds will vest on the second anniversary of the grant date.

The number of RSUs reported represents the maximum possible number of shares that are eligible for vesting, which is 200% of the number of shares at target payout. One-fourth of these RSUs are eligible to vest each year for four years, beginning two years from the date of grant. The actual number of shares that will vest on each vesting date will be determined by comparing the price of Biogen Idec common stock on such vesting date to the price on the grant date (i.e., number of vested shares = number of shares at target payout times [the 30-day average closing stock price ending on the vesting date divided by the 30-day average closing stock price on the grant date]).

(5) This represents the difference between the maximum possible number of shares that were eligible for vesting and the actual number that vested.

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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