

KEISER DAVID W  
Form 4  
February 19, 2009

**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 \*  
KEISER DAVID W

2. Issuer Name and Ticker or Trading Symbol  
ALEXION PHARMACEUTICALS INC [ALXN]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/17/2009

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

C/O ALEXION PHARMACEUTICALS INC, 352 KNOTTER DRIVE

(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

CHESHIRE, CT 06410

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.0001 per share	02/17/2009		M		19,896	A	\$ 35.3
					236,775		
Common Stock, par value \$0.0001 per share	02/17/2009		M		104	A	\$ 35.3
					236,879		

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Common Stock, par value \$.0001 per share	02/17/2009	M	20,000	A	\$ 32.25	256,879	D
Common Stock, par value \$.0001 per share	02/17/2009	S	40,000 <u>(1)</u>	D	\$ 39.47 <u>(2)</u>	216,879	D
Common Stock, par value \$.0001 per share	02/17/2009	S	625 <u>(1)</u>	D	\$ 39.44 <u>(3)</u>	216,254	D
Common Stock, par value \$.0001 per share	02/17/2009	S	4,890 <u>(1)</u>	D	\$ 39.47 <u>(4)</u>	211,364	D
Common Stock, par value \$.0001 per share	02/17/2009	S	10,000 <u>(1)</u>	D	\$ 39.46 <u>(5)</u>	201,364	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase	\$ 35.3	02/17/2009		M	19,896	01/09/2008	01/09/2018	Common Stock, par	19,896

Common Stock								value \$.0001 per share	
Option to Purchase Common Stock	\$ 35.3	02/17/2009	M	104	01/09/2008	01/09/2018		Common Stock, par value \$.0001 per share	104
Option to Purchase Common Stock	\$ 32.25	02/17/2009	M	20,000	07/31/2000	07/31/2010		Common Stock, par value \$.0001 per share	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEISER DAVID W C/O ALEXION PHARMACEUTICALS INC 352 KNOTTER DRIVE CHESHIRE, CT 06410	X			

## Signatures

/s/ David Keiser                      02/19/2009

\_\_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) The sales reported by this Form 4 are made pursuant to the terms of a sales plan designed to meet the requirements of Rule 10b5-1 (c) (1) of the Securities Exchange Act.

(2) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$38.83 - \$39.85. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.

(3) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$38.99 - \$39.74. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.

(4) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$38.83 - \$39.83. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.

(5) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$38.83 - \$39.75. The price reported in this column reflects the weighted average sales price. Upon request, the reporting person will provide to the SEC staff full information regarding the number of shares sold at each price.

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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