

ROBERTS WILLIAM  
Form 4  
January 11, 2012

**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 \*  
**ROBERTS WILLIAM**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP Regulatory Development and

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
01/10/2012

777 OLD SAW MILL RIVER ROAD

(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

TARRYTOWN, NY 10591

(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                    | 01/10/2012                           |  | M <sup>(1)</sup>               |   | 4,966   | A  | \$ 20.32                                   |
| Common Stock                    | 01/10/2012                           |  | S <sup>(1)</sup>               |   | 4,966   | D  | \$ 74.35                                   |
| Common Stock                    | 01/10/2012                           |  | M <sup>(1)</sup>               |   | 4,562   | A  | \$ 21.92                                   |
| Common Stock                    | 01/10/2012                           |  | S <sup>(1)</sup>               |   | 4,562   | D  | \$ 74.35                                   |
|                                 | 01/10/2012                           |  | M <sup>(1)</sup>               |   | 25,438  | A  | 86,582                                     |

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|              |            |                  |        |   |                 |        |   |                     |
|--------------|------------|------------------|--------|---|-----------------|--------|---|---------------------|
| Common Stock |            |                  |        |   | \$ 21.92        |        |   |                     |
| Common Stock | 01/10/2012 | F <sup>(1)</sup> | 7,543  | D | \$ 73.92        | 79,039 | D |                     |
| Common Stock | 01/10/2012 | F <sup>(1)</sup> | 6,891  | D | \$ 73.92        | 72,148 | D |                     |
| Common Stock | 01/10/2012 | M <sup>(1)</sup> | 25,034 | A | \$ 20.32        | 97,182 | D |                     |
| Common Stock | 01/10/2012 | F <sup>(1)</sup> | 6,881  | D | \$ 73.92        | 90,301 | D |                     |
| Common Stock | 01/10/2012 | F <sup>(1)</sup> | 7,009  | D | \$ 73.92        | 83,292 | D |                     |
| Common Stock | 01/11/2012 | S <sup>(1)</sup> | 100    | D | \$ 73.99        | 83,192 | D |                     |
| Common Stock | 01/11/2012 | S <sup>(1)</sup> | 3,400  | D | \$ 74.39<br>(2) | 79,792 | D |                     |
| Common Stock | 01/11/2012 | S <sup>(1)</sup> | 2,885  | D | \$ 75.72<br>(3) | 76,907 | D |                     |
| Common Stock | 01/11/2012 | S <sup>(1)</sup> | 15,663 | D | \$ 76.32<br>(4) | 61,244 | D |                     |
| Common Stock | 01/11/2012 | S <sup>(1)</sup> | 100    | D | \$ 77.05        | 61,144 | D |                     |
| Common Stock |            |                  |        |   |                 | 1,200  | I | by trust for daught |
| Common Stock |            |                  |        |   |                 | 4,187  | I | By 401(k) Plan      |
| Common Stock |            |                  |        |   |                 | 1,200  | I | by trust for daught |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                                      | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)       | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
|---|------------------------------------|------------------|------------------|--|------|---|-----|-----|---------------------|--------------------|-----------------|-------------------------------------|
| Incentive<br>Stock Option<br>(right to buy)     | \$ 20.32                           | 01/10/2012       | M <sup>(1)</sup> | 4,966  |      |   |     |     | <sup>(5)</sup>      | 12/18/2016         | Common<br>Stock | 4,966                               |
| Incentive<br>Stock Option<br>(right to buy)     | \$ 21.92                           | 01/10/2012       | M <sup>(1)</sup> | 4,562  |      |   |     |     | <sup>(5)</sup>      | 12/17/2017         | Common<br>Stock | 4,562                               |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 20.32                           | 01/10/2012       | M <sup>(1)</sup> | 25,034   |      |   |     |     | <sup>(5)</sup>      | 12/18/2016         | Common<br>Stock | 25,034                              |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 21.92                           | 01/10/2012       | M <sup>(1)</sup> | 25,438   |      |   |     |     | <sup>(5)</sup>      | 12/17/2017         | Common<br>Stock | 25,438                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| ROBERTS WILLIAM<br>777 OLD SAW MILL RIVER ROAD<br>TARRYTOWN, NY 10591 |               |           | VP Regulatory<br>Development and |       |

## Signatures

/s/\*\*William G.  
Roberts

01/11/2012

\_\_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 3,400 shares of Company stock on January 11, 2012 at prices ranging from \$74.05 to \$74.96. 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 January 11, 2012 at each separate price.

(2) Represents volume-weighted average price of sales of 2,885 shares of Company stock on January 11, 2012 at prices ranging from \$75.10 to \$75.99. 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 January 11, 2012 at each separate price.

(4)

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Represents volume-weighted average price of sales of 15,663 shares of Company stock on January 11, 2012 at prices ranging from \$76.00 to \$76.99. 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 January 11, 2012 at each separate price.

- (5) 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.
- (6) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is/are not applicable in this case.

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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