GOLDSTEIN JOSEPH L

Form 4

February 15, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GOLDSTEIN JOSEPH L

(First)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

REGENERON

PHARMACEUTICALS INC

[REGN]

3. Date of Earliest Transaction

(Month/Day/Year)

02/14/2012

777 OLD SAW MILL RIVER ROAD

(Last)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

_ Other (specify

Applicable Line)

_X__ Director

Officer (give title

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

Person

Issuer

TARRYTOWN, NY 10591

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	, or Beneficiall	ly 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. Securit onor Dispos (Instr. 3, 4	ed of (` ′	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)
Common Stock	02/14/2012		M(1)	5,000	A	\$ 33.42	5,000	D	
Common Stock	02/14/2012		S(1)	5,000	D	\$ 110.02 (2)	0	D	
Common Stock	02/14/2012		M <u>(1)</u>	10,000	A	\$ 24.41	10,000	D	
Common Stock	02/14/2012		S <u>(1)</u>	10,000	D	\$ 110.02	0	D	

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(3)

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

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SEC 1474

(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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 24.41	02/14/2012		M(1)	10,000	<u>(4)</u>	01/04/2020	Common Stock	10,0
Non-Qualified Stock Option (right to buy)	\$ 33.42	02/14/2012		M <u>(1)</u>	5,000	<u>(4)</u>	01/03/2021	Common Stock	5,0

Relationshins

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

GOLDSTEIN JOSEPH L
777 OLD SAW MILL RIVER ROAD
TARRYTOWN, NY 10591

Signatures

/s/**Joseph L. 02/15/2012 Goldstein

**Signature of Reporting Date
Person

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).

Reporting Owners 2

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- Represents volume-weighted average price of sales of 5,000 shares of Company stock on February 14, 2012 at prices ranging from (2) \$110.00 to \$110.33. 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 February 14, 2012 at each separate price.
- Represents volume-weighted average price of sales of 10,000 shares of Company stock on February 14, 2012 at prices ranging from \$110.00 to \$110.33. 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 February 14, 2012 at each separate price.
- (4) The stock option becomes exercisable in three equal annual installments, commencing one year after the date of grant
- (5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.