

ALEXION PHARMACEUTICALS INC
 Form 4
 November 07, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
BELL LEONARD

(Last) (First) (Middle)

C/O ALEXION
 PHARMACEUTICALS, INC, 100
 COLLEGE STREET

(Street)

NEW HAVEN, CT 06510

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/04/2016

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)

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, par value \$\$.0001 per share | 11/04/2016 | | S | 334 ⁽¹⁾ D | \$ 139.9 404,621 | I | By trust |
| Common Stock, par value \$\$.0001 per share | 11/04/2016 | | S | 334 ⁽¹⁾ D | \$ 144.9 404,287 | I | By trust |

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| | | | | | | | |
|---|------------|---|------------------------------|---|--------------------------|---------|---|
| Common Stock, par value \$\$.0001 per share | 11/04/2016 | M | <u>36,649</u> ⁽¹⁾ | A | \$ 22.9 | 440,936 | D |
| Common Stock, par value \$\$.0001 per share | 11/04/2016 | S | <u>100</u> ⁽¹⁾ | D | \$ 136 | 440,836 | D |
| Common Stock, par value \$\$.0001 per share | 11/04/2016 | S | <u>2,600</u> ⁽¹⁾ | D | \$ 137.77 ⁽²⁾ | 438,236 | D |
| Common Stock, par value \$\$.0001 per share | 11/04/2016 | S | <u>9,020</u> ⁽¹⁾ | D | \$ 139.05 ⁽³⁾ | 429,216 | D |
| Common Stock, par value \$\$.0001 per share | 11/04/2016 | S | <u>11,838</u> ⁽¹⁾ | D | \$ 139.98 ⁽⁴⁾ | 417,378 | D |
| Common Stock, par value \$\$.0001 per share | 11/04/2016 | S | <u>8,521</u> ⁽¹⁾ | D | \$ 140.83 ⁽⁵⁾ | 408,857 | D |
| Common Stock, par value \$\$.0001 per share | 11/04/2016 | S | <u>831</u> ⁽¹⁾ | D | \$ 141.84 ⁽⁶⁾ | 408,026 | D |
| Common Stock, par value \$\$.0001 per share | 11/04/2016 | S | <u>3,739</u> ⁽¹⁾ | D | \$ 145.06 ⁽⁷⁾ | 404,287 | D |

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

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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Purchase Common Stock | \$ 22.9 | 11/04/2016 | | M | 36,649 (1) | 04/28/2010 | 01/28/2020 | Common Stock, par value \$.0001 per share | 36,649 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BELL LEONARD C/O ALEXION PHARMACEUTICALS, INC 100 COLLEGE STREET NEW HAVEN, CT 06510 | X | | | |

Signatures

/s/ Michael Greco, Attorney-in-Fact for
Leonard Bell

11/07/2016

**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 transaction is 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.
- This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$137.27 - \$138.27. 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.
- (2) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$138.38 - \$139.38. 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 \$139.44 - \$140.44. 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 \$139.44 - \$140.44. 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.

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(5) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$140.44 - \$141.44. 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.

(6) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$141.66 - \$142.66. 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.

(7) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$144.90 - \$145.90. 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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