

KEISER DAVID W
Form 4
July 25, 2008

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)
07/25/2008

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

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) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, par value \$.0001 per share | 07/25/2008 | | M | 8,941 | A | \$ 21 | 118,623 | D |
| Common Stock, par value \$.0001 per share | 07/25/2008 | | M | 1,184 | A | \$ 17.67 | 119,807 | D |

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Common Stock, par value 07/25/2008 M 5,500 A \$ 20.38 125,307 D
\$.0001 per share

Common Stock, par value 07/25/2008 M 4,375 A \$ 20.72 129,682 D
\$.0001 per share

Common Stock, par value 07/25/2008 S 20,000 D \$ 80 109,682 D
\$.0001 per share
(1)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Option to Purchase Common Stock | \$ 21 | 07/25/2008 | | M | 8,941 | 06/14/2001 06/14/2011 | Common Stock, par value \$\$.0001 per share | 8,941 | |
| Option to Purchase Common Stock | \$ 17.67 | 07/25/2008 | | M | 1,184 | 09/23/2003 09/23/2013 | Common Stock, par value \$\$.0001 per share | 1,184 | |
| | \$ 20.38 | 07/25/2008 | | M | 5,500 | 03/09/2005 03/09/2015 | | 5,500 | |

| | | | | | | | | |
|---------------------------------|----------|------------|---|-------|------------|------------|--|--|
| Option to Purchase Common Stock | | | | | | | | Common Stock, par value \$.0001 per share |
| Option to Purchase Common Stock | \$ 20.72 | 07/25/2008 | M | 4,375 | 01/09/2006 | 01/09/2016 | | Common Stock, par value \$.0001 per share 4,375 |

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 | | President & COO | |

Signatures

/s/ David Keiser 07/25/2008

***Signature of Date
Reporting 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) 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.

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.