

REGENERON PHARMACEUTICALS INC

Form 4

September 06, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUPP RANDALL

(Last) (First) (Middle)

777 OLD SAW MILL RIVER
ROAD

(Street)

TARRYTOWN, NY 10591

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/01/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP, Manufuring Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/01/2006		S ⁽¹⁾		3,461	D	\$ 15.72	3,574	D	
Common Stock	09/01/2006		M ⁽¹⁾		2,496	A	\$ 9.5	6,070	D	
Common Stock	09/01/2006		S ⁽¹⁾		2,496	D	\$ 15.72	3,574	D	
Common Stock	09/01/2006		M ⁽¹⁾		1,547	A	\$ 9.5	5,121	D	
	09/01/2006		S ⁽¹⁾		1,547	D		3,574	D	

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Common Stock					\$	15.72	
Common Stock	09/01/2006	M ⁽¹⁾	15,957	A	\$ 9.5	19,531	D
Common Stock	09/01/2006	S ⁽¹⁾	15,957	D	\$ 15.7	3,574	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)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 9.5	09/01/2006		M ⁽¹⁾		1,547		⁽²⁾	02/01/2007	Common Stock	1,547
Incentive Stock Option (right to buy)	\$ 9.5	09/01/2006		M ⁽¹⁾		15,957		⁽²⁾	02/01/2007	Common Stock	15,957
Non-Qualified Stock Option (right to buy)	\$ 9.5	09/01/2006		M ⁽¹⁾		2,496		⁽²⁾	02/01/2007	Common Stock	2,496

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RUPP RANDALL 777 OLD SAW MILL RIVER ROAD TARRYTOWN, NY 10591	SVP, Manufacturing Operations

Signatures

/s/** Randall G.

09/06/2006

Rupp

__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).

(2) An exercise date, exercise price, purchase price, sales price and expiration date 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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