

ALEXION PHARMACEUTICALS INC  
 Form 4  
 February 05, 2014

**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 \*  
**MATHIS LARRY**

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)  
 02/03/2014

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

C/O ALEXION PHARMACEUTICALS INC, 352 KNOTTER DR

(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)
			Code	V	Amount or Price		
Common Stock, par value \$0.0001 per share	02/03/2014		M		1,712 A \$ 96.35	31,168	D
Common Stock, par value \$0.0001 per share	02/03/2014		M		3,237 A \$ 88.4	34,405	D

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Common Stock, par value \$.0001 per share	02/03/2014	M	5,572	A	\$ 49.43	39,977	D
Common Stock, par value \$.0001 per share	02/03/2014	M	7,932	A	\$ 26.64	47,909	D
Common Stock, par value \$.0001 per share	02/03/2014	M	12,276	A	\$ 16.83	60,185	D
Common Stock, par value \$.0001 per share	02/03/2014	M	30,000	A	\$ 18.01	90,185	D
Common Stock, par value \$.0001 per share	02/03/2014	M	20,000	A	\$ 10.84	110,185	D
Common Stock, par value \$.0001 per share	02/03/2014	S	15,020	D	\$ 155.23 <u>(1)</u>	95,165	D
Common Stock, par value \$.0001 per share	02/03/2014	S	9,664	D	\$ 156.24 <u>(2)</u>	85,501	D
Common Stock, par value \$.0001 per share	02/03/2014	S	12,322	D	\$ 157.35 <u>(3)</u>	73,179	D
Common Stock, par value \$.0001 per share	02/03/2014	S	30,222	D	\$ 158.41 <u>(4)</u>	42,957	D
	02/03/2014	S	13,501	D		29,456	D

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Common Stock, par value \$.0001 per share \$ 159.01 <sup>(5)</sup>

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

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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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 96.35	02/03/2014		M		1,712	08/07/2013	05/07/2023	Common Stock, par value \$0.0001 per share	1,712
Option to Purchase Common Stock	\$ 88.4	02/03/2014		M		3,237	08/08/2012	05/08/2022	Common Stock, par value \$0.0001 per share	3,237
Option to Purchase Common Stock	\$ 49.43	02/03/2014		M		5,572	08/11/2011	05/11/2021	Common Stock, par value \$0.0001 per share	5,572
Option to Purchase Common Stock	\$ 26.64	02/03/2014		M		7,932	08/12/2010	05/12/2020	Common Stock, par value \$0.0001 per share	7,932
Option to Purchase	\$ 16.83	02/03/2014		M		12,276	08/13/2009	05/13/2019	Common Stock, par	12,276

Common Stock								value \$.0001 per share	
Option to Purchase Common Stock	\$ 18.08	02/03/2014	M	30,000	08/09/2008	05/09/2018		Common Stock, par value \$.0001 per share	30,000
Option to Purchase Common Stock	\$ 10.84	02/03/2014	M	20,000	08/03/2007	05/03/2017		Common Stock, par value \$.0001 per share	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHIS LARRY C/O ALEXION PHARMACEUTICALS INC 352 KNOTTER DR CHESHIRE, CT 06410	X			

## Signatures

/s/ Michael Greco  
Attorney-in-Fact

02/05/2014

\_\_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) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$155.00 - \$155.99. 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 \$156.00 - \$156.99. 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 \$157.00 - \$157.99. 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 \$158.00 - \$158.99. 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.

(5) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$159.00 - \$159.99. 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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