

ALEXION PHARMACEUTICALS INC
 Form 4
 February 08, 2016

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 *
 Wagner Heidi L

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)
 02/04/2016

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 SVP, Global Government Affairs

C/O ALEXION PHARMACEUTICALS, INC., 100 COLLEGE STREET

(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

NEW HAVEN, CT 06510

(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 (A) or (D) Price | | |
| Common Stock, par value \$.0001 per share | 02/04/2016 | | S | | 166 ⁽¹⁾ D \$ 143.81 ₍₂₎ | 25,750 | D |
| Common Stock, par value \$.0001 per share | 02/04/2016 | | S | | 3 ⁽¹⁾ D \$ 145.4 ₍₃₎ | 25,747 | D |

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| | | | | | | | |
|--|------------|---|-----------------------------|---|---------------------------|--------|---|
| Common Stock, par value \$0.0001 per share | 02/04/2016 | A | <u>6,129</u> ⁽⁴⁾ | A | \$ 0 | 31,876 | D |
| Common Stock, par value \$0.0001 per share | 02/05/2016 | S | 200 ⁽⁵⁾ | D | \$ 145.46 ⁽³⁾ | 31,676 | D |
| Common Stock, par value \$0.0001 per share | 02/05/2016 | S | 100 ⁽⁵⁾ | D | \$ 144.56 ⁽⁶⁾ | 31,576 | D |
| Common Stock, par value \$0.0001 per share | 02/05/2016 | S | 220 ⁽⁵⁾ | D | \$ 143.31 ⁽²⁾ | 31,356 | D |
| Common Stock, par value \$0.0001 per share | 02/05/2016 | S | 200 ⁽⁵⁾ | D | \$ 142.11 ⁽⁷⁾ | 31,156 | D |
| Common Stock, par value \$0.0001 per share | 02/05/2016 | S | 277 ⁽⁵⁾ | D | \$ 141.55 ⁽⁸⁾ | 30,879 | D |
| Common Stock, par value \$0.0001 per share | 02/08/2016 | S | 250 ⁽¹⁾ | D | \$ 138.02 ⁽⁹⁾ | 30,629 | D |
| Common Stock, par value \$0.0001 per share | 02/08/2016 | S | 28 ⁽⁵⁾ | D | \$ 139.84 ⁽¹⁰⁾ | 30,601 | D |
| Common Stock, par value \$0.0001 per share | 02/08/2016 | S | 664 ⁽⁵⁾ | D | \$ 138.02 ⁽⁹⁾ | 29,937 | D |

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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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wagner Heidi L C/O ALEXION PHARMACEUTICALS, INC. 100 COLLEGE STREET NEW HAVEN, CT 06510 | | | SVP, Global Government Affairs | |

Signatures

/s/ Michael V. Greco, Attorney-in-fact for Heidi L. Wagner

02/08/2016

____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) This sale was made to cover withholding taxes immediately following the vesting of previously granted Restricted Stock Units. This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$143.00 - \$143.99. 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 \$145.00 - \$145.99. 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 \$145.00 - \$145.99. 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.

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- (4) On February 4, 2016, the Leadership and Compensation Committee determined that the reporting person earned 6,129 Performance Share Units upon achievement of certain performance targets previously established by the Committee. 1/3 of such shares vested on February 4, 2016 and 1/3 vest on each subsequent anniversary.
- (5) This sale was made to cover withholding taxes immediately following the vesting of previously granted Performance Stock Units. This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$144.00 - \$144.99. 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.
- (6) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$142.00 - \$142.99. 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.
- (7) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$141.00 - \$141.99. 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.
- (8) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$138.00 - \$138.99. 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.
- (9) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$139.00 - \$139.99. 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.
- (10) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$139.00 - \$139.99. 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. 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.