

BIOGEN INC.

Form 4

March 02, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sandrock Alfred

(Last) (First) (Middle)

BIOGEN INC., 225 BINNEY
STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BIOGEN INC. [BIIB]

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

02/28/2017

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 ____ Other (specify
below) below)

EVP CMO Neuro & Neurodegenerat

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	02/28/2017 ⁽¹⁾		M		1,375	A	\$ 0	9,584.8551	D
Common Stock	02/28/2017 ⁽¹⁾		F		647	D	\$ 287.63	8,937.8551	D
Common Stock	02/28/2017 ⁽²⁾		M		398	A	\$ 0	9,335.8551	D
Common Stock	02/28/2017 ⁽²⁾		F		188	D	\$ 284.75	9,147.8551	D
Common Stock	02/28/2017 ⁽³⁾		F		727 ⁽³⁾	D	\$ 274.76	8,420.8551 ⁽³⁾	D

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Common Stock	02/28/2017 ⁽⁴⁾	M	1,569	A	\$ 0	9,989.8551	D
Common Stock	02/28/2017 ⁽⁴⁾	F	739	D	\$ 274.76	9,250.8551	D
Common Stock	02/28/2017 ⁽⁴⁾	M	628	A	\$ 0	9,878.8551	D
Common Stock	02/28/2017 ⁽⁴⁾	F	296	D	\$ 274.6	9,582.8551	D
Common Stock	02/28/2017 ⁽⁴⁾	M	815	A	\$ 0	10,397.8551	D
Common Stock	02/28/2017 ⁽⁴⁾	F	384	D	\$ 274.76	10,013.8551	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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	02/28/2017		J	1,841 (5)	(6)	02/12/2019	Common Stock	1,841
Restricted Stock Unit	\$ 0	02/28/2017		J	738 (5)	(7)	02/12/2017	Common Stock	738
Restricted Stock Unit	\$ 0	02/28/2017		J	1,103 (5)	(8)	02/22/2019	Common Stock	1,103
Restricted Stock Unit	\$ 0	02/28/2017		J	662 (5)	(7)	02/23/2018	Common Stock	662
Restricted Stock Unit	\$ 0	02/28/2017 ⁽¹⁾		M	1,375 (9)	(8)	02/22/2019	Common Stock	1,375 (9)
	\$ 0	02/28/2017 ⁽²⁾		M		(7)	02/23/2018		398 ⁽¹⁰⁾

Restricted Stock Unit				398 (10)			Common Stock	
Restricted Stock Unit	\$ 0	02/28/2017 ⁽⁴⁾	M	1,569 (11)	(6)	02/12/2019	Common Stock	1,569 (11)
Restricted Stock Unit	\$ 0	02/28/2017 ⁽⁴⁾	M	628 (12)	(7)	02/12/2017	Common Stock	628 (12)
Restricted Stock Unit	\$ 0	02/28/2017 ⁽⁴⁾	M	815 (13)	(14)	02/12/2017	Common Stock	815 (13)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sandrock Alfred BIOGEN INC. 225 BINNEY STREET CAMBRIDGE, MA 02142			EVP CMO Neuro & Neurodegenerat	

Signatures

Steven N. Avruch, Attorney in Fact for Alfred W.
Sandrock Jr.

03/02/2017

__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).

This award vested on 2/22/2017 and the actual number of shares that vested was determined in accordance with the terms of such award.
(1) Due to adjustments to the award to account for the Bioverativ Inc. spin-off, the number of vested shares was not determinable until 2/28/2017. Such adjusted number of vested shares was distributed to the reporting person on 2/28/2017.

This award vested on 2/23/2017 and the actual number of shares that vested was determined in accordance with the terms of such award.
(2) Due to adjustments to the award to account for the Bioverativ Inc. spin-off, the number of vested shares was not determinable until 2/28/2017. Such adjusted number of vested shares was distributed to the reporting person on 2/28/2017.

(3) On 2/12/14 an RSU was awarded for 7,740 shares vesting over 4 years. The remaining 5,805 shares were adjusted to 5,940 shares pursuant to the anti-dilution provisions of the award in connection with the spin-off of Bioverativ Inc. on February 1, 2017.

This award vested on 2/12/2017 and the actual number of shares that vested was determined in accordance with the terms of such award.
(4) Due to adjustments to the award to account for the Bioverativ Inc. spin-off, the number of vested shares was not determinable until 2/28/2017. Such adjusted number of vested shares was distributed to the reporting person on 2/28/2017.

(5) This represents the difference between the maximum possible number of shares that were eligible for vesting and the actual number that vested.

The number of RSUs reported represents the maximum possible number of shares that are eligible for vesting, which is 200% of the number of shares at target payout. One-fourth of these RSUs are eligible to vest each year for four years, beginning two years from the date of grant. The actual number of shares that will vest on each vesting date will be determined by comparing the price of Biogen Idec common stock on such vesting date to the price on the grant date (i.e., number of vested shares = number of shares at target payout times [the 30-day average closing stock price ending on the vesting date divided by the 30-day average closing stock price on the grant date]).

(7) The number of RSUs reported represents the maximum possible number of shares that are eligible for vesting, which is 200% of the number of shares at target payout. One-third of these RSUs are eligible to vest on each of the first three anniversaries of the grant date. The actual number of shares that will vest on each vesting date will be determined by comparing the price of Biogen common stock on such vesting date to the price on the grant date (i.e., number of vested shares = number of shares at target payout times [the 30-day

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average closing stock price ending on the vesting date divided by the 30-day average closing stock price on the grant date]).

The number of RSUs reported represents the maximum possible number of shares that are eligible for vesting, which is 200% of the number of shares at target payout. One-third of these RSUs are eligible to vest on each of the first three anniversaries of the grant date.

- (8) The actual number of shares that will vest on each vesting date will be determined by comparing the price of Biogen common stock on such vesting date to the price on the grant date (i.e., number of vested shares = number of shares at target payout times [the 30-day average closing stock price ending on the vesting date divided by the 30-day average closing stock price on the grant date]).
- (9) This award was previously reported as covering 7,270 shares, but was adjusted pursuant to the anti-dilution provisions of the award in connection with the spin-off of Bioverativ Inc. on February 1, 2017.
- (10) This award was previously reported as covering 2,074 shares, but was adjusted pursuant to the anti-dilution provisions of the award in connection with the spin-off of Bioverativ Inc. on February 1, 2017.
- (11) This award was previously reported as covering 10,006 shares, but was adjusted pursuant to the anti-dilution provisions of the award in connection with the spin-off of Bioverativ Inc. on February 1, 2017.
- (12) This award was previously reported as covering 1,336 shares, but was adjusted pursuant to the anti-dilution provisions of the award in connection with the spin-off of Bioverativ Inc. on February 1, 2017.
- (13) This award was previously reported as covering 797 shares, but was adjusted pursuant to the anti-dilution provisions of the award in connection with the spin-off of Bioverativ Inc. on February 1, 2017.

The number of RSUs reported represents the maximum possible number of shares that are eligible for vesting, which is 150% of the number of shares at target payout. One-fourth of these RSUs are eligible to vest on each of the first four anniversaries of the grant date.

- (14) The actual number of shares that will vest on each vesting date will be determined by comparing the price of Biogen Idec common stock on such vesting date to the price on the grant date (i.e., number of vested shares = number of shares at target payout times [the average 60 calendar-day closing stock price ending on the vesting date divided by the average 60 calendar-day closing stock price on the grant date]).

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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