

REGENERON PHARMACEUTICALS INC  
 Form 4  
 December 28, 2005

**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 \*  
**GOLDBERG MURRAY A**

(Last) (First) (Middle)

777 OLD SAW MILL RIVER RD  
 (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)  
 12/23/2005

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 Fin & Admin, CFO, & Treas

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	12/23/2005		M/K <sup>(1)</sup>		1,000	A	\$ 12.75	37,516		D
Common Stock	12/23/2005		S/K <sup>(1)</sup>		1,000	D	\$ 12.99	36,516		D
Common Stock	12/23/2005		M/K <sup>(1)</sup>		1,000	A	\$ 12.75	37,516		D
Common Stock	12/23/2005		S/K <sup>(1)</sup>		1,000	D	\$ 13	36,516		D
Common Stock	12/23/2005		M/K <sup>(1)</sup>		1,000	A	\$ 12.75	37,516		D

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Common Stock	12/23/2005	<u>S/K</u> (1)	1,000	D	\$ 13.05	36,516	D
Common Stock	12/23/2005	<u>M/K</u> (1)	100	A	\$ 12.75	36,616	D
Common Stock	12/23/2005	<u>S/K</u> (1)	100	D	\$ 13.08	36,516	D
Common Stock	12/23/2005	<u>M/K</u> (1)	700	A	\$ 12.75	37,216	D
Common Stock	12/23/2005	<u>S/K</u> (1)	700	D	\$ 13.09	36,516	D
Common Stock	12/23/2005	<u>M/K</u> (1)	4,200	A	\$ 12.75	40,716	D
Common Stock	12/23/2005	<u>S/K</u> (1)	4,200	D	\$ 13.1	36,516	D
Common Stock	12/23/2005	<u>M/K</u> (1)	1,804	A	\$ 12.75	38,320	D
Common Stock	12/23/2005	<u>S/K</u> (1)	1,804	D	\$ 13.11	36,516	D
Common Stock	12/23/2005	<u>M/K</u> (1)	1,100	A	\$ 12.75	37,616	D
Common Stock	12/23/2005	<u>S/K</u> (1)	1,100	D	\$ 13.12	36,516	D
Common Stock	12/23/2005	<u>M/K</u> (1)	246	A	\$ 12.75	36,762	D
Common Stock	12/23/2005	<u>S/K</u> (1)	246	D	\$ 13.13	36,516	D
Common Stock	12/23/2005	<u>M/K</u> (1)	1,000	A	\$ 12.75	37,516	D
Common Stock	12/23/2005	<u>S/K</u> (1)	1,000	D	\$ 13.16	36,516	D
Common Stock	12/23/2005	<u>M/K</u> (1)	17,850	A	\$ 12.75	54,366	D
Common Stock	12/23/2005	<u>F/K</u> (1)	17,098	D	\$ 13.31	37,268	D
Common Stock	12/23/2005	<u>F/K</u> (1)	260	D	\$ 13.31	37,008	D
Common Stock	12/27/2005	<u>S/K</u> (1)	492	D	\$ 14.94	36,516	D

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

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SEC 1474  
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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 Security (Instr. 3 and 4)
					V	(A) (D)	Date Exercisable	Expiration Date	
Incentive Stock Option (right to buy)	\$ 12.75	12/23/2005		M/K <sup>(1)</sup>		1,000	<u>(2)</u>	01/02/2006	Common Stock
Incentive Stock Option (right to buy)	\$ 12.75	12/23/2005		M/K <sup>(1)</sup>		1,000	<u>(2)</u>	01/02/2006	Common Stock
Incentive Stock Option (right to buy)	\$ 12.75	12/23/2005		M/K <sup>(1)</sup>		1,000	<u>(2)</u>	01/02/2006	Common Stock
Incentive Stock Option (right to buy)	\$ 12.75	12/23/2005		M/K <sup>(1)</sup>		100	<u>(2)</u>	01/02/2006	Common Stock
Incentive Stock Option (right to buy)	\$ 12.75	12/23/2005		M/K <sup>(1)</sup>		700	<u>(2)</u>	01/02/2006	Common Stock
Incentive Stock Option (right to buy)	\$ 12.75	12/23/2005		M/K <sup>(1)</sup>		4,200	<u>(2)</u>	01/02/2006	Common Stock
Incentive Stock Option (right to buy)	\$ 12.75	12/23/2005		M/K <sup>(1)</sup>		1,804	<u>(2)</u>	01/02/2006	Common Stock
Incentive Stock Option (right to buy)	\$ 12.75	12/23/2005		M/K <sup>(1)</sup>		1,100	<u>(2)</u>	01/02/2006	Common Stock
Incentive Stock Option (right to buy)	\$ 12.75	12/23/2005		M/K <sup>(1)</sup>		246	<u>(2)</u>	01/02/2006	Common Stock
Incentive Stock Option	\$ 12.75	12/23/2005		M/K <sup>(1)</sup>		1,000	<u>(2)</u>	01/02/2006	Common Stock

(right to buy)

Non-Qualified  
Stock Option (right to buy)

\$ 12.75

12/23/2005

M/K<sup>(1)</sup>

17,850

(2)

01/02/2006

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDBERG MURRAY A 777 OLD SAW MILL RIVER RD TARRYTOWN, NY 10591			SVP Fin & Admin, CFO, & Treas	

## Signatures

By: /s/ \*\*Stuart Kolinski For: /s/ \*\*Murray A.  
Goldberg

12/28/2005

\_\_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) Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is 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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