

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><b>GOLDBERG MURRAY A</b><br><br>(Last) (First) (Middle)<br><b>777 OLD SAW MILL RIVER ROAD</b><br><br>(Street)<br><b>TARRYTOWN NY 10591</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>REGENERON PHARMACEUTICALS INC</b><br><b>[ REGN ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>SVP Finance and Admin CFO Trea</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>07/27/2011</b>                                  |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |   |

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                    | 07/27/2011                           |  | M <sup>(1)</sup>               |   | 21,963  | A          | \$9.49                 | 99,697  | D  |   |
| Common Stock                    | 07/27/2011                           |  | F <sup>(1)</sup>               |   | 3,919   | D          | \$53.18                | 95,778  | D  |   |
| Common Stock                    | 07/27/2011                           |  | F <sup>(1)</sup>               |   | 8,339   | D          | \$53.18                | 87,439  | D  |   |
| Common Stock                    | 07/28/2011                           |  | S <sup>(1)</sup>               |   | 600   | D          | \$52.76 <sup>(2)</sup> | 86,839  | D  |   |
| Common Stock                    | 07/28/2011                           |  | S <sup>(1)</sup>               |   | 1,387   | D          | \$53.38 <sup>(3)</sup> | 85,452  | D  |   |
| Common Stock                    | 07/28/2011                           |  | S <sup>(1)</sup>               |   | 3,100   | D          | \$54.49 <sup>(4)</sup> | 82,352  | D  |   |
| Common Stock                    | 07/28/2011                           |  | S <sup>(1)</sup>               |   | 4,118   | D          | \$55.51 <sup>(5)</sup> | 78,234  | D  |   |
| Common Stock                    | 07/28/2011                           |  | S <sup>(1)</sup>               |   | 500   | D          | \$56.24 <sup>(6)</sup> | 77,734  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 5,416   | I  | By 401(k) Plan  |

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 Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Non-Qualified Stock Option (right to buy)  | \$9.49   | 07/27/2011                           |  | M <sup>(1)</sup>               |   |  | 21,963 | (7)  | 12/15/2014      | Common Stock  | 21,963                     | (8)  | 0  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$53.18  | 07/27/2011                           |  | A <sup>(1)</sup>               |   | 3,919  |        | 07/27/2011   | 12/15/2014      | Common Stock  | 3,919                      | (8)  | 3,919  | D   |  |

Explanation of Responses:

- Disposition/acquisition made pursuant to a plan intended to comply with Rule 10b5-1(c).
- Represents volume-weighted average price of sales of 600 shares of Company stock on July 28, 2011 at prices ranging from \$52.56 to \$52.96. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on July 28, 2011 at each separate price.
- Represents volume-weighted average price of sales of 1,387 shares of Company stock on July 28, 2011 at prices ranging from \$53.05 to \$53.94. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on July 28, 2011 at each separate price.
- Represents volume-weighted average price of sales of 3,100 shares of Company stock on July 28, 2011 at prices ranging from \$54.05 to \$54.98. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on July 28, 2011 at each separate price.
- Represents volume-weighted average price of sales of 4,118 shares of Company stock on July 28, 2011 at prices ranging from \$55.00 to \$55.97. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on July 28, 2011 at each separate price.
- Represents volume-weighted average price of sales of 500 shares of Company stock on July 28, 2011 at prices ranging from \$56.00 to \$56.58. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on July 28, 2011 at each separate price.
- The stock option award (combined incentive stock option and non-qualified stock option) vests in four equal annual installments, commencing one year after the date of grant.
- Exercisable date, exercise date, exercise price, purchase price, sales price, and/or expiration date is not applicable in this case.

/s/\*\*Murray A. Goldberg

07/29/2011

\*\* Signature of Reporting Person

Date

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

\* 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).

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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