

statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable. Filing Party: Not applicable.
Form or Registration No.: Not applicable. Date Filed: Not applicable.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 4 amends and supplements the Tender Offer Statement on Schedule T0 initially filed by Regeneron Pharmaceuticals, Inc. (the "Company") with the Securities and Exchange Commission (the "SEC") on December 3, 2004, as amended by Amendment No. 1 filed by the Company with the SEC on December 6, 2004, Amendment No. 2 filed with the SEC on December 17, 2004 and Amendment No. 3 filed with the SEC on January 3, 2005 (as so previously amended, the "Schedule T0"), in connection with the Company's offer (the "Offer"), upon the terms and subject to the conditions set forth in the Offer to Exchange and the related Election Form (as such terms are defined in the Schedule T0), to exchange eligible options for replacement options to be granted under the Company's 2000 Long-Term Incentive Plan.

Item 12. Exhibits.

On Wednesday, January 5, 2005 the Company's Vice President, Human Resources sent an e-mail communication to all eligible employees. Item 12 of the Schedule T0 is hereby amended to include the January 5th e-mail communication to eligible employees as Exhibit (a)(1)(xiii).

- (a)(1)(i) Offer to Exchange dated December 3, 2004.*
- (a)(1)(ii) Form of Election Form.*
- (a)(1)(iii) Form of Notice of Withdrawal.*
- (a)(1)(iv) Form of Acceptance Letter.*
- (a)(1)(v) Form of communication to Regeneron Pharmaceuticals, Inc. optionholders confirming receipt of Election Form or Notice of Withdrawal.*
- (a)(1)(vi) Regeneron Pharmaceuticals, Inc. Quarterly Report on Form 10-Q for its fiscal quarter ended September 30, 2004, filed with the Securities and Exchange Commission on November 8, 2004 and incorporated herein by reference.
- (a)(1)(vii) Regeneron Pharmaceuticals, Inc. Annual Report on Form 10-K/A for the fiscal year ending December 31, 2003 filed with the Securities and Exchange Commission on March 19, 2004 and incorporated herein by reference.
- (a)(1)(viii) E-mail communication to Regeneron Pharmaceuticals, Inc. employees dated November 17, 2004 filed as Exhibit 99.2 to the Company's Schedule T0-C filed with the Securities and Exchange Commission on November 17, 2004 and incorporated herein by reference.
- (a)(1)(ix) Employee Presentation Materials.*
- (a)(1)(x) E-mail communication from the Vice President, Human Resources to all eligible employees sent on Monday, December 6, 2004.*
- (a)(1)(xi) E-mail communication from the Vice President, Human Resources to all eligible employees sent on Friday, December 17, 2004. *
- (a)(1)(xii) E-mail communication from the Vice President, Human Resources to all eligible employees sent on Monday, January 3, 2005.*
- (a)(1)(xiii) E-mail communication from the Vice President, Human Resources to all eligible employees sent on Wednesday, January 5, 2005.
- (d)(1) Regeneron Pharmaceuticals, Inc. 1990 Long-Term Incentive Plan, as amended, filed as Exhibit 10.12 to Amendment No. 4 to the Company's Registration Statement on Form S-1, filed with the Securities and Exchange Commission on April 2, 1991 (Registration Statement No. 033-39043) and incorporated herein by reference.
- (d)(2) Regeneron Pharmaceuticals, Inc. 2000 Long-Term Incentive Plan, filed as Exhibit 10.6 to the Form 10-K for Regeneron Pharmaceuticals, Inc. for the fiscal year ended December 31, 2001, filed with the Securities and Exchange Commission on March 22, 2002 and incorporated herein by reference.

- (d)(3) Amendment No. 1 to Regeneron Pharmaceuticals, Inc. 2000 Long-Term Incentive Plan, effective as of June 14, 2002, filed as Exhibit 10.6.1 to the Form 10-K for Regeneron Pharmaceuticals, Inc. for the fiscal year ended December 31, 2002, filed with the Securities and Exchange Commission on March 31, 2003 and incorporated herein by reference.
- (d)(4) Amendment No. 2 to Regeneron Pharmaceuticals, Inc. 2000 Long-Term Incentive Plan, effective as of December 20, 2002, filed as Exhibit 10.6.2 to the Form 10-K for Regeneron Pharmaceuticals, Inc. for the fiscal year ended December 31, 2002, filed with the Securities and Exchange Commission on March 31, 2003 and incorporated herein by reference.
- (d)(5) Amendment No. 3 to Regeneron Pharmaceuticals, Inc. 2000 Long-Term Incentive Plan, effective as of June 14, 2004, filed as Exhibit 10.6.3 to the Form 10-Q for Regeneron Pharmaceuticals, Inc. for the quarterly period ended June 30, 2004, filed with the Securities and Exchange Commission on August 5, 2004 and incorporated herein by reference.
- (d)(6) Amendment No. 4 to the Regeneron Pharmaceuticals, Inc. 2000 Long-Term Incentive Plan, included as Annex A to the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on November 29, 2004 and incorporated herein by reference.
- (d)(7) Form of Replacement Option Agreement and Notice of Grant of Replacement Options for employees of Regeneron Pharmaceuticals, Inc. other than vice presidents.*
- (d)(8) Form of Replacement Option Agreement and Notice of Grant of Replacement Options for vice presidents of Regeneron Pharmaceuticals, Inc.*
- (d)(9) Form of Replacement Option Agreement and Notice of Grant of Replacement Options for senior vice presidents and executive vice presidents of Regeneron Pharmaceuticals, Inc.*
- (d)(10) Regeneron Pharmaceuticals, Inc. Registration Statements relating to Securities to be offered to employees pursuant to employee benefit plans on Form S-8 and Form S-8 POS, filed with the Securities and Exchange Commission on August 19, 1997 (File No. 333-33891), June 15, 1999 (File No. 333-80663), May 17, 2001 (File No. 333-61132), July 30, 2002 (File No. 333-80663), July 30, 2002 (File No. 333-97375) and September 24, 2004 (File No. 333-119257) and incorporated herein by reference.
- (d)(11) Regeneron Pharmaceuticals, Inc. Registration Statement on Form 8-A filed with the Securities and Exchange Commission on February 20, 1991 as amended by the Registration Statement on Form 8-A/A, filed with the Securities and Exchange Commission on March 27, 1991 and incorporated herein by reference.
- (d)(12) Regeneron Pharmaceuticals, Inc. Registration Statement on Form 8-A, filed with the Securities and Exchange Commission on October 15, 1996 and incorporated herein by reference.
- (d)(13) Rights Agreement, dated as of September 20, 1996, between Regeneron Pharmaceuticals, Inc. and Chase Mellon Shareholder Services LLC, as Rights Agent, including the form of Rights Certificate as Exhibit B thereto, filed as Exhibit 1 to Regeneron Pharmaceuticals, Inc. Registration Statement on Form 8-A, filed with the Securities and Exchange Commission on October 15, 1996 and incorporated herein by reference.

* Previously filed.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 4 is true, complete and correct.

REGENERON PHARMACEUTICALS, INC.

By: /s/ Stuart Kolinski

Name: Stuart Kolinski
Title: Vice President and General Counsel

Date: January 5, 2005

INDEX TO EXHIBITS

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* Previously filed.

Email from Vice President, Human Resources to All Employees
Eligible to Participate in the Option Exchange Program,
sent on Wednesday, January 5, 2005

Please remember that the Options Exchange Program expires at 6:00 P.M. tonight. All election forms or notices of withdrawal must be to Pam Curtis in Tarrytown Human Resources or Lynne Fuierer in Rensselaer Human Resources. UNDER NO CIRCUMSTANCES WILL WE BE ABLE TO ACCEPT FORMS AFTER 6:00 P.M.

In order to ensure a timely delivery of your election form or notice of withdrawal, please hand deliver your form to Pam Curtis in Tarrytown Human Resources or Lynne Fuierer in Rensselaer Human Resources. Please remember that under the provisions of the program delivery by email or other electronic means will not be accepted.

We have sent to eligible employees written materials, including an Offer to Exchange, describing in detail the terms, conditions and timing of, and procedures for participating in, the Option Exchange Program, and have filed those materials with the Securities and Exchange Commission (which can be accessed through its website at www.sec.gov). The Offer to Exchange is subject to various conditions. Eligible employees should read those materials carefully before deciding whether to tender their eligible options in the Offer to Exchange, because they contain important information about the Offer to Exchange. You should only rely on the information in the Offer to Exchange. Neither the Company nor our board of directors makes any recommendation as to whether you should tender some or all of your eligible options for exchange, nor have we authorized any person to make any representations or any such recommendation. You must make your own decision whether or not to tender your eligible options.

You may direct questions about the Offer to Exchange to our Human Resources Department, Option Exchange, by phone at (914) 345-STOK or to our internal e-mail address: OptionsExchange@regeneron.com.