

ALEXION PHARMACEUTICALS INC

Form 4

February 08, 2016

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 *
Carmichael Clare

(Last) (First) (Middle)

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

(Street)

NEW HAVEN, CT 06510

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

ALEXION PHARMACEUTICALS
INC [ALXN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
EVP, Chief HR Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ 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 Ownership (Instr. 4)
Common Stock, par value \$.0001 per share	02/04/2016		S	203 ⁽¹⁾	D \$ 143.81 ⁽²⁾	26,953	D
Common Stock, par value \$.0001 per share	02/04/2016		S	4 ⁽¹⁾	D \$ 145.13 ⁽³⁾	26,949	D

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Common Stock, par value	02/04/2016	A	11,763 <u>(4)</u>	A	\$ 0	38,712	D
\$\$.0001 per share							
Common Stock, par value	02/05/2016	S	100 <u>(5)</u>	D	\$ 145.38 <u>(3)</u>	38,612	D
\$\$.0001 per share							
Common Stock, par value	02/05/2016	S	300 <u>(5)</u>	D	\$ 144.33 <u>(6)</u>	38,312	D
\$\$.0001 per share							
Common Stock, par value	02/05/2016	S	100 <u>(5)</u>	D	\$ 143.58 <u>(2)</u>	38,212	D
\$\$.0001 per share							
Common Stock, par value	02/05/2016	S	160 <u>(5)</u>	D	\$ 142.15 <u>(7)</u>	38,052	D
\$\$.0001 per share							
Common Stock, par value	02/05/2016	S	400 <u>(5)</u>	D	\$ 141.42 <u>(8)</u>	37,652	D
\$\$.0001 per share							
Common Stock, par value	02/05/2016	S	933 <u>(5)</u>	D	\$ 140.44 <u>(9)</u>	36,719	D
\$\$.0001 per share							
Common Stock, par value	02/08/2016	S	185 <u>(1)</u>	D	\$ 138.02 <u>(10)</u>	36,534	D
\$\$.0001 per share							
Common Stock, par value	02/08/2016	S	79 <u>(5)</u>	D	\$ 139.13 <u>(11)</u>	36,455	D
\$\$.0001 per share							
	02/08/2016	S		D		34,054	D

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Common	2,401	\$
Stock, par	<u>(5)</u>	138.02
value		<u>(10)</u>
\$\$.0001 per		
share		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

Carmichael Clare
C/O ALEXION PHARMACEUTICALS, INC.
100 COLLEGE STREET
NEW HAVEN, CT 06510

EVP, Chief HR Officer

Signatures

/s/ Michael Greco, Attorney-in-Fact for Clare
Carmichael

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.

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- (2) 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.
- (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.
- (4) On February 4, 2016, the Leadership and Compensation Committee determined that the reporting person earned 11,763 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$140.00 - \$140.99. 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 \$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.
- (11) 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.

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