

Sandroock Alfred
Form 4
February 14, 2019

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sandroock 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)

02/12/2019

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, Chief Medical Officer

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)
Common Stock	02/12/2019		M	1,104 A	\$ 0 7,732.1941 (1)	D	
Common Stock	02/12/2019		F	358 D	\$ 319.43 7,374.1941	D	
Common Stock	02/12/2019		F	588 D	\$ 319.43 6,786.1941	D	
Common Stock	02/12/2019		M	1,965 A	\$ 0 8,751.1941	D	
Common Stock	02/12/2019		F	873 D	\$ 319.43 7,878.1941	D	

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Common Stock	02/12/2019	M	1,574	A	\$ 0	9,452.1941	D
Common Stock	02/12/2019	F	699	D	\$ 319.43	8,753.1941	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	\$ 0	02/12/2019		A	10,330	(2) 02/12/2022	Common Stock 10,330
Restricted Stock Unit	\$ 0	02/12/2019		M	1,104	(3) 02/12/2020	Common Stock 1,104
Restricted Stock Unit	\$ 0	02/12/2019		M	1,965	(4) 02/12/2019	Common Stock 1,965
Restricted Stock Unit	\$ 0	02/12/2019		J	1,453 (5)	(4) 02/12/2019	Common Stock 1,453
Restricted Stock Unit	\$ 0	02/12/2019		M	1,574	(2) 02/12/2021	Common Stock 1,574
Restricted Stock Unit	\$ 0	02/12/2019		J	1,188	(2) 02/12/2021	Common Stock 1,188

Reporting Owners

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

Signatures

/s/ Suzanne Murray, Attorney in Fact for Alfred W.
Sandrock, Jr.

02/14/2019

__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) Includes 74.812 shares acquired under the Biogen Inc. employee stock purchase plan on 3/29/2018.

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.

(2) 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 following and including the grant date]).

(3) The restricted stock units will vest in 2 annual installments. One-third will vest on the first anniversary of the grant date and two-thirds will vest on the second anniversary of 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-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]).

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

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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