ALEXANDER SUSAN H
Form 4
February 26, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 burden hours per response...	0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ALEXANDER SUSAN H

(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)
02/22/2019

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 below) _____ Other (specify below)
EVP Chief Legal Officer & Sec.

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	02/22/2019		M		1,663	A	$ 0	29,690	D	
Common Stock	02/22/2019		M(1)		6,395 (2)	A	$ 48.52 (2)	36,085	D	
Common Stock	02/22/2019		F		3,370	D	$ 325.33	32,715	D	
Common Stock	02/22/2019		F		739	D	$ 325.33	31,976	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 Securities (Instr. 3 and 4)		8 D S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	$ 0	02/22/2019		M			1,663	(3)	02/22/2019	Common Stock	1,663	
Restricted Stock Unit	$ 0	02/22/2019		J			819 (4)	(3)	02/22/2019	Common Stock	819	
Stock Option (Right to Buy)	$ 49.65 (2)	02/22/2019		M(1)			6,395 (2)	(5)	02/24/2019	Common Stock	6,395 (2)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALEXANDER SUSAN H BIOGEN INC. 225 BINNEY STREET CAMBRIDGE, MA 02142			EVP Chief Legal Officer & Sec.	

Signatures

/s/ Suzanne Murray, Attorney in Fact for Susan Alexander	02/26/2019
**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) The stock option was automatically exercised on a net share settlement basis immediately before its expiration, in accordance with its terms. The Company delivered to the reporting person the number of shares underlying the stock option less the number of shares having a Fair Market Value on the date of such exercise equal to (i) the aggregate exercise price for the stock option and (ii) the amount necessary to satisfy any federal, state and local withholding taxes related to such exercise.

(2) This option was previously reported as covering 6,250 shares at an exercise price of $49.65 per share, but was adjusted pursuant to the anti-dilution provisions of the award in connection with the spin-off of Bioverativ Inc. on February 1, 2017.

(3) 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. 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 on the grant date]).

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

(5) The stock options become exercisable in four (4) equal annual installments commencing one year after the grant date of 02/24/09.

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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