

ALEXION PHARMACEUTICALS INC

Form 4

December 09, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BELL LEONARD

(Last) (First) (Middle)

**C/O ALEXION
PHARMACEUTICALS INC, 352
KNOTTER DRIVE**

(Street)

CHESHIRE, CT 06410

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**ALEXION PHARMACEUTICALS
INC [ALXN]**

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2014

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)
CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|--------------------------------------|---|--|---|---|
| Common Stock, par value \$.0001 per share | 12/05/2014 | | M | 56,721 (1) | A \$ 17.98 1,000,397 | D | |
| Common Stock, par value \$.0001 per share | 12/05/2014 | | S | 20,231 (1) | \$ (2) 196.25 980,166 | D | |

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| | | | | | | | |
|-------------------------------|------------|---|----------------------|---|---------------------|-----------|---|
| Common Stock, par value | 12/05/2014 | S | <u>21,396</u> (1) | D | \$ 197.26 (3) | 958,770 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 12/05/2014 | S | <u>14,194</u> (1) | D | \$ 198.06 (4) | 944,576 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 12/05/2014 | S | 900 (1) | D | \$ 198.81 (5) | 943,676 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 12/08/2014 | M | <u>13,279</u> (1) | A | \$ 17.98 | 956,955 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 12/08/2014 | M | <u>46,655</u> (1) | A | \$ 22.9 | 1,003,610 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 12/08/2014 | S | <u>4,684</u> (1) | D | \$ 196.73 (6) | 998,926 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 12/08/2014 | S | <u>14,223</u> (1) | D | \$ 197.72 (7) | 984,703 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 12/08/2014 | S | <u>9,627</u> (1) | D | \$ 198.19 (8) | 975,076 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 12/08/2014 | S | <u>24,497</u> (1) | D | \$ 199.8 (9) | 950,579 | D |
| \$\$.0001 per share | | | | | | | |
| | 12/08/2014 | S | | D | | 943,676 | D |

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| | | | | | | | | |
|---|------------|--|---|---------------|---|----------------------|---------|---|
| Common Stock, par value \$.0001 per share | | | | 6,903 (1) | | \$ 200.39 (10) | | |
| Common Stock, par value \$.0001 per share | 12/09/2014 | | M | 16,665 (1) | A | \$ 22.9 | 960,341 | D |
| Common Stock, par value \$.0001 per share | 12/09/2014 | | S | 16,665 (1) | D | \$ 199.94 (11) | 943,676 | D |

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) | | | |
|---|---|---|---|---|--|--|-----|---|--------------------|---|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Purchase Common Stock | \$ 17.98 | 12/05/2014 | | M | | 56,721 <u>(1)</u> | | 04/26/2009 | 01/26/2019 | Common Stock, par value \$.0001 per share | 56,721 |
| Option to Purchase Common Stock | \$ 17.98 | 12/08/2014 | | M | | 13,279 <u>(1)</u> | | 04/26/2009 | 01/26/2019 | Common Stock, par value \$.0001 per share | 13,279 |
| Option to Purchase | \$ 22.9 | 12/08/2014 | | M | | 46,655 <u>(1)</u> | | 04/28/2010 | 01/28/2020 | Common Stock, par | 46,655 |

| | | | | | | | | | |
|--|---------|------------|---|---------------|------------|------------|--|--|---|
| Common Stock | | | | | | | | | value \$.0001 per share |
| Option to Purchase Common Stock | \$ 22.9 | 12/09/2014 | M | 16,665 (1) | 04/28/2010 | 01/28/2020 | | | Common Stock, par value \$.0001 per share |
| | | | | | | | | | 16,665 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BELL LEONARD C/O ALEXION PHARMACEUTICALS INC 352 KNOTTER DRIVE CHESHIRE, CT 06410 | X | | CEO | |

Signatures

/s/ Michael Greco Attorney-in-Fact for
Leonard Bell

12/09/2014

__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 transaction is made pursuant to the terms of a sales plan designed to meet the requirements of Rule 10b5-1(c)(1) of the Securities Exchange Act.
- (2) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$195.74 - \$196.74. 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 \$196.75 - \$197.75. 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) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$197.75 - \$198.75. 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.
- (5) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$198.78 - \$199.78. 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.
- (6) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$196.19 - \$197.19. 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 \$197.19 - \$198.19. 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 \$198.19 - \$199.19. 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.

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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 \$199.21 - \$200.21. 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 \$200.24 - \$201.24. 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 \$199.90 - \$200.90. 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.

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