

ALEXION PHARMACEUTICALS INC
 Form 4
 February 08, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Islam Saqib

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
 EVP, Chief Strat & Port. Off.

(Last) (First) (Middle)
 C/O ALEXION PHARMACEUTICALS, INC., 100 COLLEGE STREET

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

(Street)
 NEW HAVEN, CT 06510

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 \$0.0001 per share | 02/04/2016 | | A | 11,763 ⁽¹⁾ | \$ 0 | D | |
| Common Stock, par value \$0.0001 per share | 02/05/2016 | | S | 36 ⁽²⁾ | \$ 146.38 ⁽³⁾ | D | |

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| | | | | | | | |
|-------------------------------|------------|---|---------------------|---|-----------------------------|--------|---|
| Common Stock, par value | 02/05/2016 | S | 400 ⁽²⁾ | D | \$ 145.49 <u>(4)</u> | 47,712 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 02/05/2016 | S | 400 ⁽²⁾ | D | \$ 144.34 <u>(5)</u> | 47,312 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 02/05/2016 | S | 300 ⁽²⁾ | D | \$ 143.61 <u>(6)</u> | 47,012 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 02/05/2016 | S | 400 ⁽²⁾ | D | \$ 142.12 <u>(7)</u> | 46,612 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 02/05/2016 | S | 434 ⁽²⁾ | D | \$ 141.77 <u>(8)</u> | 46,178 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 02/08/2016 | S | 44 ⁽²⁾ | D | \$ 139.77 <u>(9)</u> | 46,134 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 02/08/2016 | S | 1,430 <u>(2)</u> | D | \$ 138.02 <u>(10)</u> | 44,704 | D |
| \$\$.0001 per share | | | | | | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Nu Deriv Secur |
|---------------------------------------|------------------------------|---|---|------------------------|-----------------|--|---|---------------------------------------|-------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Bene Own Follo Repo 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

Islam Saqib
C/O ALEXION PHARMACEUTICALS, INC.
100 COLLEGE STREET
NEW HAVEN, CT 06510

EVP, Chief Strat & Port. Off.

Signatures

/s/ Michael Greco, Attorney-in-Fact for Saqib
Islam

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) 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.
 - (2) This sale was made to cover withholding taxes immediately following the vesting of previously granted Performance Stock Units.

This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$146.00 - \$146.99. 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) 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.
 - (5) 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.
 - (6) 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.
 - (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.

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(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 \$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.

(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.

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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