

ALEXION PHARMACEUTICALS INC  
 Form 4  
 February 08, 2016

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

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).

**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 \*  
 Wagner Heidi L

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)  
 SVP, Global Government Affairs

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$.0001 per share	02/04/2016		S	166 <sup>(1)</sup> D	\$ 143.81 <sub>(2)</sub>	25,750	D
Common Stock, par value \$.0001 per share	02/04/2016		S	3 <sup>(1)</sup> D	\$ 145.4 <sub>(3)</sub>	25,747	D

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Common Stock, par value \$0.0001 per share	02/04/2016	A	<u>6,129</u> <sup>(4)</sup>	A	\$ 0	31,876	D
Common Stock, par value \$0.0001 per share	02/05/2016	S	200 <sup>(5)</sup>	D	\$ 145.46 <sup>(3)</sup>	31,676	D
Common Stock, par value \$0.0001 per share	02/05/2016	S	100 <sup>(5)</sup>	D	\$ 144.56 <sup>(6)</sup>	31,576	D
Common Stock, par value \$0.0001 per share	02/05/2016	S	220 <sup>(5)</sup>	D	\$ 143.31 <sup>(2)</sup>	31,356	D
Common Stock, par value \$0.0001 per share	02/05/2016	S	200 <sup>(5)</sup>	D	\$ 142.11 <sup>(7)</sup>	31,156	D
Common Stock, par value \$0.0001 per share	02/05/2016	S	277 <sup>(5)</sup>	D	\$ 141.55 <sup>(8)</sup>	30,879	D
Common Stock, par value \$0.0001 per share	02/08/2016	S	250 <sup>(1)</sup>	D	\$ 138.02 <sup>(9)</sup>	30,629	D
Common Stock, par value \$0.0001 per share	02/08/2016	S	28 <sup>(5)</sup>	D	\$ 139.84 <sup>(10)</sup>	30,601	D
Common Stock, par value \$0.0001 per share	02/08/2016	S	664 <sup>(5)</sup>	D	\$ 138.02 <sup>(9)</sup>	29,937	D

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				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
Wagner Heidi L C/O ALEXION PHARMACEUTICALS, INC. 100 COLLEGE STREET NEW HAVEN, CT 06510			SVP, Global Government Affairs	

## Signatures

/s/ Michael V. Greco, Attorney-in-fact for Heidi L. Wagner

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.

(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.

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- (4) On February 4, 2016, the Leadership and Compensation Committee determined that the reporting person earned 6,129 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. 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.
- (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 \$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.
- (8) 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.
- (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 \$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. 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.