

ALEXION PHARMACEUTICALS INC

Form 4

December 19, 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)
12/17/2014

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	12/17/2014		M	16,680 (1)	A \$ 22.9	960,356	D
Common Stock, par value \$.0001 per share	12/17/2014		S	3,685 (1)	\$ 177.67 (2)	956,671	D

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Common Stock, par value	12/17/2014	S	11,395 (1)	D	\$ 177.81 (3)	945,276	D
\$\$.0001 per share							

Common Stock, par value	12/17/2014	S	1,600 (1)	D	\$ 178.41 (4)	943,676	D
\$\$.0001 per share							

Common Stock, par value	12/18/2014	S	13,735 (1) (5)	D	\$ 182.03	929,941	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 (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	\$ 22.9	12/17/2014		M		16,680	<u>(1)</u>	04/28/2010	01/28/2020	Common Stock, par value \$.0001 per share	16,680

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X		CEO	

BELL LEONARD
C/O ALEXION PHARMACEUTICALS INC
352 KNOTTER DRIVE
CHESHIRE, CT 06410

Signatures

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

12/19/2014

__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 \$176.14 - \$177.14. 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 \$177.15 - \$178.15. 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 \$178.21 - \$179.21. 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.

- (5) This sale consists of Alexion common stock contributed by the reporting person to an exchange fund in exchange for shares of the exchange fund. The Alexion shares were valued at \$182.03 per share for the purpose of determining the number of shares of the exchange fund issuable to the reporting person.

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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