

ALEXION PHARMACEUTICALS INC

Form 4

February 10, 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 *
SQUINTO STEPHEN P

(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)
02/06/2014

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 Global Ops. Officer

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 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	02/06/2014		M	3,800	A \$ 93.83 98,618	D	
Common Stock, par value \$.0001 per share	02/06/2014		S	3,800	D \$ (1) 155.11 94,818	D	

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Common Stock, par value \$.0001 per share	02/06/2014	A	9,745 (2)	A	\$ 0	104,563	D
Common Stock, par value \$.0001 per share	02/07/2014	S	1,600 (3)	D	\$ 155.55	102,963	D
Common Stock, par value \$.0001 per share	02/07/2014	S	20 (3)	D	\$ 157.51	102,943	D
Common Stock, par value \$.0001 per share	02/10/2014	S	1,635	D	\$ 167.31	101,308	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Amount or Number of Shares
Option to Purchase Common Stock	\$ 93.83	02/06/2014		M	3,800	05/06/2013 02/06/2023	Common Stock	3,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SQUINTO STEPHEN P C/O ALEXION PHARMACEUTICALS INC 352 KNOTTER DRIVE CHESHIRE, CT 06410			EVP, Chief Global Ops. Officer	

Signatures

/s/ Michael Greco
Attorney-in-Fact

02/10/2014

__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) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$155.11 - \$156.11. 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.

(2) On February 6, 2013, the reporting person was granted a performance award representing the right to receive 13,320 shares of common stock upon achievement of certain performance targets and on February 6, 2014 the Compensation Committee certified achievement of the performance targets. 1/3 of such shares vested on February 6, 2014 and 1/3 vest on each subsequent anniversary.

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

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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