

ALEXION PHARMACEUTICALS INC

Form 4

May 22, 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

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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)  
**05/20/2014**

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<br>Security<br>(Instr. 3)                 | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$.0001 per<br>share | 05/20/2014                              |                                                             | M                                    | 60,280<br>(1)                                                           | A \$ 10.29 1,092,611                                                                                               | D                                                                       |                                                                   |
| Common<br>Stock, par<br>value<br>\$.0001 per<br>share | 05/20/2014                              |                                                             | M                                    | 9,720<br>(1)                                                            | A \$ 11.92 1,102,331                                                                                               | D                                                                       |                                                                   |

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|                                                       |            |   |                      |   |                         |           |   |
|-------------------------------------------------------|------------|---|----------------------|---|-------------------------|-----------|---|
| Common<br>Stock, par<br>value<br>\$.0001 per<br>share | 05/20/2014 | S | <u>38,468</u><br>(1) | D | <u>\$ 155.6</u><br>(2)  | 1,063,863 | D |
| Common<br>Stock, par<br>value<br>\$.0001 per<br>share | 05/20/2014 | S | <u>27,557</u><br>(1) | D | <u>\$ 156.3</u><br>(3)  | 1,036,306 | D |
| Common<br>Stock, par<br>value<br>\$.0001 per<br>share | 05/20/2014 | S | <u>3,675</u><br>(1)  | D | <u>\$ 157.09</u><br>(4) | 1,032,631 | D |
| Common<br>Stock, par<br>value<br>\$.0001 per<br>share | 05/20/2014 | S | <u>300</u> (1)       | D | <u>\$ 158.14</u><br>(5) | 1,032,331 | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |            | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D)        | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Option to<br>Purchase<br>Common<br>Stock            | \$ 10.29                                                           | 05/20/2014                              |                                                             | M                                    |                                                                                                              | 60,280                                                         | <u>(1)</u> | 04/15/2007                                                          | 01/15/2017         | Common<br>Stock | 60,280                              |
| Option to<br>Purchase<br>Common                     | \$ 11.92                                                           | 05/20/2014                              |                                                             | M                                    |                                                                                                              | 9,720                                                          | <u>(1)</u> | 10/11/2007                                                          | 07/11/2017         | Common<br>Stock | 9,720                               |

Stock

## Reporting Owners

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

## Signatures

/s/ Michael Greco,  
Attorney-in-Fact

05/22/2014

\_\_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.  
This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$154.90 - \$155.90. The price reported in
- (2) 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.  
This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$155.90 - \$156.90. The price reported in
- (3) 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.  
This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$156.90 - \$157.90. The price reported in
- (4) 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.  
This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$158.00 - \$158.99. The price reported in
- (5) 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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