

# ALEXION PHARMACEUTICALS INC

Reported by  
**CARMICHAEL CLARE**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/01/17 for the Period Ending 02/27/17

Address	100 COLLEGE STREET NEW HAVEN, CT 06510
Telephone	2032722596
CIK	0000899866
Symbol	ALXN
SIC Code	2834 - Pharmaceutical Preparations
Industry	Pharmaceuticals
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Carmichael Clare</b>  (Last) (First) (Middle)  <b>C/O ALEXION PHARMACEUTICALS, INC, 100 COLLEGE STREET</b>  (Street)  <b>NEW HAVEN, CT 06510</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>ALEXION PHARMACEUTICALS INC [ ALXN ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>EVP, Chief HR Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/27/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.0001 per share	2/27/2017		S		860 (1)	D	\$131.20 (2)	33980	D	
Common Stock, par value \$.0001 per share	2/28/2017		S		915 (1)	D	\$131.71 (2)	33065	D	
Common Stock, par value \$.0001 per share	2/28/2017		A		6500 (3)	A	\$0	39565	D	
Common Stock, par value \$.0001 per share	3/1/2017		S		404 (1)	D	\$132.50 (4)	39161	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock	\$131.25	2/28/2017		A		12800 (5)		2/28/2018	2/28/2027	Common Stock, par value \$.0001 per share	12800.0	\$0	25600	D	

**Explanation of Responses:**

- (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 \$131.00 - \$131.99. 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) Award of Restricted Stock Units under the 2004 Incentive Plan. 25% vests on each anniversary of the grant date.
- (4) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$132.00 - \$132.99. 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) Stock option award under 2004 Incentive Plan. 25% vest on the first anniversary of the grant date, 1/16 every three months thereafter until fully vested over 4 years.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Carmichael Clare</b>				

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

EVP, Chief HR Officer

**Signatures**

/s/ Michael Greco, Attorney-in-Fact for Clare Carmichael

3/1/2017

\*\*Signature of Reporting Person

Date

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

\* 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).

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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