

BIOGEN INC.

Form 4

March 02, 2017

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Karaboutis Adriana

(Last) (First) (Middle)

BIOGEN INC., 225 BINNEY
STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BIOGEN INC. [BIIB]

3. Date of Earliest Transaction
(Month/Day/Year)

02/28/2017

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 ____ Other (specify
below) below)

EVP, Tech, Bus. Sol & Corp Aff

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 (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	02/28/2017 ⁽¹⁾		M		570	A	\$ 0	7,996	D	
Common Stock	02/28/2017 ⁽¹⁾		F		253	D	\$ 284.75	7,743	D	
Common Stock	02/28/2017 ⁽²⁾		M		1,494	A	\$ 0	9,237	D	
Common Stock	02/28/2017 ⁽²⁾		F		485	D	\$ 287.63	8,752	D	

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	02/28/2017		J	1,198 (3)	(4)	02/22/2019	Common Stock	1,198
Restricted Stock Unit	\$ 0	02/28/2017		J	952 (3)	(5)	02/23/2018	Common Stock	952
Restricted Stock Unit	\$ 0	02/28/2017(1)		M	570 (6)	(5)	02/23/2018	Common Stock	570 (6)
Restricted Stock Unit	\$ 0	02/28/2017(2)		M	1,494 (7)	(4)	02/22/2019	Common Stock	1,494 (7)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Karaboutis Adriana BIOGEN INC. 225 BINNEY STREET CAMBRIDGE, MA 02142	EVP, Tech, Bus. Sol & Corp Aff

Signatures

Steven Avruch, Attorney in Fact for Adriana Karaboutis 03/02/2017

__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).

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This award vested on 2/23/2017 and the actual number of shares that vested was determined in accordance with the terms of such award.

- (1) Due to adjustments to the award to account for the Bioverativ Inc. spin-off, the number of vested shares was not determinable until 2/28/2017. Such adjusted number of vested shares was distributed to the reporting person on 2/28/2017.

This award vested on 2/22/2017 and the actual number of shares that vested was determined in accordance with the terms of such award.

- (2) Due to adjustments to the award to account for the Bioverativ Inc. spin-off, the number of vested shares was not determinable until 2/28/2017. Such adjusted number of vested shares was distributed to the reporting person on 2/28/2017.

- (3) This represents the difference between the maximum possible number of shares that were eligible for vesting and the actual number of shares that vested.

The number of RSUs reported represents the maximum possible number of shares that are eligible for vesting, which is 200% of the number of shares at target payout. One-third of these RSUs are eligible to vest on each of the first three anniversaries of the grant date.

- (4) The actual number of shares that will vest on each vesting date will be determined by comparing the price of Biogen common stock on such vesting date to the price on the grant date (i.e., number of vested shares = number of shares at target payout times [the 30-day average closing stock price ending on the vesting date divided by the 30-day average closing stock price on the grant date]).

The number of RSUs reported represents the maximum possible number of shares that are eligible for vesting, which is 200% of the number of shares at target payout. One-third of these RSUs are eligible to vest on each of the first three anniversaries of the grant date.

- (5) The actual number of shares that will vest on each vesting date will be determined by comparing the price of Biogen common stock on such vesting date to the price on the grant date (i.e., number of vested shares = number of shares at target payout times [the 30-day average closing stock price ending on the vesting date divided by the 30-day average closing stock price on the grant date]).

- (6) This award was previously reported as covering 2,974 shares, but was adjusted pursuant to the anti-dilution provisions of the award in connection with the spin-off of Bioverativ Inc. on February 1, 2017.

- (7) This award was previously reported as covering 7,900 shares, but was adjusted pursuant to the anti-dilution provisions of the award in connection with the spin-off of Bioverativ Inc. on February 1, 2017.

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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