

SQUINTO STEPHEN P
Form 4
July 31, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SQUINTO STEPHEN P

2. Issuer Name and Ticker or Trading Symbol
ALEXION PHARMACEUTICALS INC [ALXN]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, Research & Development

(Last) (First) (Middle)
C/O ALEXION PHARMACEUTICALS INC, 352 KNOTTER DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2012

CHESHIRE, CT 06410
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 | 07/27/2012 | | M | (A) 39,374 (1) | \$ 17.98 127,036 | D | |
| Common Stock, par value \$.0001 per share | 07/27/2012 | | M | (A) 60,626 (1) | \$ 22.9 187,662 | D | |

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| | | | | | | | |
|-------------------------------|------------|---|----------------------|---|----------------------------|---------|---|
| Common Stock, par value | 07/27/2012 | S | 25,680 <u>(1)</u> | D | \$ 105.86 <u>(2)</u> | 161,982 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 07/27/2012 | S | 19,069 <u>(1)</u> | D | \$ 106.93 <u>(3)</u> | 142,913 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 07/27/2012 | S | 38,951 <u>(1)</u> | D | \$ 107.75 <u>(4)</u> | 103,962 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 07/27/2012 | S | 16,300 <u>(1)</u> | D | \$ 108.88 <u>(5)</u> | 87,662 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 07/27/2012 | S | 668 <u>(6)</u> | D | \$ 106.14 | 86,994 | D |
| \$\$.0001 per share | | | | | | | |
| Common Stock, par value | 07/31/2012 | S | 1,015 <u>(6)</u> | D | \$ 105.01 <u>(7)</u> | 85,979 | D |
| \$\$.0001 per share | | | | | | | |

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 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) |
|---|--|---|---|--------------------------------------|--|--|---|
|---|--|---|---|--------------------------------------|--|--|---|

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| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------------------|----------|------------|------|---|-----|-----|------------------|-----------------|---|----------------------------|
| Option to Purchase Common Stock | \$ 17.98 | 07/27/2012 | M | | | | 04/26/2009 | 01/26/2019 | Common Stock, par value \$.0001 per share | 39,374 |
| Option to Purchase Common Stock | \$ 22.9 | 07/27/2012 | M | | | | 04/28/2010 | 01/28/2020 | Common Stock, par value \$.0001 per share | 60,626 |

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, Research & Development | |

Signatures

/s/ Stephen Squinto 07/31/2012

**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 reported by this Form 4 are 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 \$105.33 - \$106.33. 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 \$106.33 - \$107.33. 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 \$107.35 - \$108.35. 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 transaction was executed in multiple trades through a broker-dealer at prices ranging from \$108.35 - \$109.35. 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.
- (6) These sales were made to cover the withholding taxes immediately following the vesting of previously granted Restricted Stock.

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This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$104.98 - \$105.02. The price reported in (7) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.