

BIOGEN INC.
Form 4
March 02, 2017

FORM 4

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

OMB APPROVAL

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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, 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 *
Sandrock Alfred

(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
 Officer (give title below) _____ Other (specify below)
EVP CMO Neuro & Neurodegenerat

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/28/2017 ⁽¹⁾		M		1,375 A \$ 0	D	9,584.8551
Common Stock	02/28/2017 ⁽¹⁾		F		647 D \$ 287.63	D	8,937.8551
Common Stock	02/28/2017 ⁽²⁾		M		398 A \$ 0	D	9,335.8551
Common Stock	02/28/2017 ⁽²⁾		F		188 D \$ 284.75	D	9,147.8551
Common Stock	02/28/2017 ⁽³⁾		F		727 ⁽³⁾ D \$ 274.76	D	8,420.8551 ⁽³⁾

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Common Stock	02/28/2017 ⁽⁴⁾	M	1,569	A	\$ 0	9,989.8551	D
Common Stock	02/28/2017 ⁽⁴⁾	F	739	D	\$ 274.76	9,250.8551	D
Common Stock	02/28/2017 ⁽⁴⁾	M	628	A	\$ 0	9,878.8551	D
Common Stock	02/28/2017 ⁽⁴⁾	F	296	D	\$ 274.6	9,582.8551	D
Common Stock	02/28/2017 ⁽⁴⁾	M	815	A	\$ 0	10,397.8551	D
Common Stock	02/28/2017 ⁽⁴⁾	F	384	D	\$ 274.76	10,013.8551	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
Restricted Stock Unit	\$ 0	02/28/2017		J	1,841 <u>(5)</u>	<u>(6)</u> 02/12/2019	Common Stock	1,841
Restricted Stock Unit	\$ 0	02/28/2017		J	738 <u>(5)</u>	<u>(7)</u> 02/12/2017	Common Stock	738
Restricted Stock Unit	\$ 0	02/28/2017		J	1,103 <u>(5)</u>	<u>(8)</u> 02/22/2019	Common Stock	1,103
Restricted Stock Unit	\$ 0	02/28/2017		J	662 <u>(5)</u>	<u>(7)</u> 02/23/2018	Common Stock	662
Restricted Stock Unit	\$ 0	02/28/2017 ⁽¹⁾		M	1,375 <u>(9)</u>	<u>(8)</u> 02/22/2019	Common Stock	1,375 <u>(9)</u>
	\$ 0	02/28/2017 ⁽²⁾		M		<u>(7)</u> 02/23/2018		398 <u>(10)</u>

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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.

- (8) 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]).
- (9) This award was previously reported as covering 7,270 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.
- (10) This award was previously reported as covering 2,074 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.
- (11) This award was previously reported as covering 10,006 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.
- (12) This award was previously reported as covering 1,336 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.
- (13) This award was previously reported as covering 797 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.

The number of RSUs reported represents the maximum possible number of shares that are eligible for vesting, which is 150% of the number of shares at target payout. One-fourth of these RSUs are eligible to vest on each of the first four anniversaries of the grant date.

- (14) The actual number of shares that will vest on each vesting date will be determined by comparing the price of Biogen Idec 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 average 60 calendar-day closing stock price ending on the vesting date divided by the average 60 calendar-day closing stock price on the grant date]).

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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