

DUBIN THOMAS I H

Form 4

July 31, 2012

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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
DUBIN THOMAS I H

(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)
07/27/2012

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)
SVP & Chief Legal Officer

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.0001 per share	07/27/2012		M	82,671 A	\$ 17.98 183,252	D	
Common Stock, par value \$.0001 per share	07/27/2012		M	56,250 A	\$ 22.9 239,502	D	

Edgar Filing: DUBIN THOMAS I H - Form 4

Common Stock, par value \$.0001 per share	07/27/2012	M	28,124	A	\$ 42.66	267,626	D
Common Stock, par value \$.0001 per share	07/27/2012	M	4,000	A	\$ 78.88	271,626	D
Common Stock, par value \$.0001 per share	07/27/2012	S	6,268	D	\$ 105.76 (1)	265,358	D
Common Stock, par value \$.0001 per share	07/27/2012	S	16,642	D	\$ 106.35 (2)	248,716	D
Common Stock, par value \$.0001 per share	07/27/2012	S	51,303	D	\$ 107.57 (3)	197,413	D
Common Stock, par value \$.0001 per share	07/27/2012	S	68,632	D	\$ 108.56 (4)	128,781	D
Common Stock, par value \$.0001 per share	07/27/2012	S	28,200	D	\$ 109.28 (5)	100,581	D
Common Stock, par value \$.0001 per share	07/27/2012	S	668 (6)	D	\$ 106.14	99,913	D
Common Stock, par value \$.0001 per share	07/31/2012	S	680	D	\$ 104.94	99,233	D

Edgar Filing: DUBIN THOMAS I H - Form 4

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)			
				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		82,671		04/26/2009	01/26/2019	Common Stock, par value \$.0001 per share	82,671
Option to Purchase Common Stock	\$ 22.9	07/27/2012		M		56,250		04/28/2010	01/28/2020	Common Stock, par value \$.0001 per share	56,250
Option to Purchase Common Stock	\$ 42.66	07/27/2012		M		28,124		05/02/2011	02/02/2021	Common Stock, par value \$.0001 per share	28,124
Option to Purchase Common Stock	\$ 78.88	07/27/2012		M		4,000		05/03/2012	02/03/2022	Common Stock, par value \$.0001 per share	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DUBIN THOMAS I H C/O ALEXION PHARMACEUTICALS INC	SVP & Chief Legal Officer

352 KNOTTER DRIVE
CHESHIRE, CT 06410

Signatures

/s/ Thomas
Dubin

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).
 - This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$105.00 - \$105.99. The price reported in (1) 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 \$106.00 - \$106.99. 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 \$107.00 - \$107.99. 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 \$108.00 - \$108.99. 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 \$109.00 - \$109.99. 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.
 - (6) These sales were made to cover withholding taxes immediately following the vesting of previously granted Restricted Stock.

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.