

ALEXION PHARMACEUTICALS INC  
 Form 4  
 March 03, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Carmichael Clare

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, Chief HR Officer

(Last) (First) (Middle)

C/O ALEXION PHARMACEUTICALS, 352 KNOTTER DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
 02/27/2015

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

CHESHIRE, CT 06410

(City) (State) (Zip)

**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 \$0.0001 per share | 02/27/2015                           |  | A                              | (A)<br>5,100<br>(1)   | \$ 0 26,770   | D  |   |
| Common Stock, par value \$0.0001 per share | 02/27/2015                           |  | A                              | (A)<br>1,745<br>(2)   | \$ 0 28,515   | D  |   |

Common  
 Stock, par  
 value 03/02/2015 S 706 <sup>(3)</sup> D \$ 180.34 27,809 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Option to Purchase Common Stock            | \$ 180.37  | 02/27/2015                           |  | A                              | 24,400 <sup>(4)</sup>   | 02/27/2016 02/27/2025                                    | Common Stock, par value \$0.0001 per share 24,400             |
| Option to Purchase Common Stock            | \$ 180.37  | 02/27/2015                           |  | A                              | 5,874 <sup>(5)</sup>  | 02/27/2016 02/27/2025                                    | Common Stock, par value \$0.0001 per share 5,874              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Carmichael Clare<br>C/O ALEXION PHARMACEUTICALS<br>352 KNOTTER DRIVE<br>CHESHIRE, CT 06410 |               |           | EVP, Chief HR Officer |       |

## Signatures

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

03/03/2015

\_\_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) Award of Restricted Stock Units under the 2004 Incentive Plan. 25% vests on each anniversary of the grant date.
- (2) Award of Restricted Stock Units under the 2004 Incentive Plan. 1/3 vests on each anniversary of the grant date.
- (3) This sale was made to cover withholding taxes immediately following the vesting of previously granted Restricted Stock Units.
- (4) 25% vests on the first anniversary of the grant date and 1/16 every three months thereafter.
- (5) 1/3 vests on each anniversary of 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.  
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.