

MATHIS LARRY  
Form 4  
September 10, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
MATHIS LARRY

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
09/08/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

CHESHIRE, CT 06410

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

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$.0001 per share	09/08/2010		M	3,000	A	\$ 11.11	10,965	D
Common Stock, par value \$.0001 per share	09/08/2010		S	3,000	D	\$ 58.98	7,965	D
	09/08/2010		M	2,000	A	\$ 9.87	9,965	D

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Common  
Stock, par  
value  
\$.0001 per  
share

Common  
Stock, par  
value  
\$.0001 per  
share

Common  
Stock, par  
value  
\$.0001 per  
share

Common  
Stock, par  
value  
\$.0001 per  
share

09/08/2010 S 2,000 D \$ 58.98 7,965 D  
(1)

09/10/2010 M 3,000 A \$ 11.11 10,965 D

09/10/2010 S 3,000 D \$ 60.64 7,965 D  
(2)

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	\$ 11.11	09/08/2010		S	3,000	03/10/2005 12/10/2014	Common Stock, par value \$.0001 per share 3,000
	\$ 9.87	09/08/2010		S	2,000	03/09/2006 12/09/2015	2,000

Option to Purchase Common Stock								Common Stock, par value \$0.0001 per share
Option to Purchase Common Stock	\$ 11.11	09/10/2010	S	3,000	03/10/2005	12/10/2014		Common Stock, par value \$0.0001 per share 3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHIS LARRY 352 KNOTTER DR C/O ALEXION PHARMACEUTICALS INC CHESHIRE, CT 06410		X		

## Signatures

/S/ Larry Mathis                      09/10/2010

\*\*Signature of                      Date  
Reporting Person

## 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 \$58.97 - \$59.04. The price reported in this (1) 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 \$60.64 - \$60.64. The price reported in this (2) 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.