

Sinha Vikas
Form 4
January 11, 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 *
Sinha Vikas

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/09/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & CFO

C/O ALEXION PHARMACUETICALS, INC., 352 KNOTTER DRIVE

(Street)

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.0001 per share | 01/09/2012 | | M | 20,000 (1) | A \$ 5.18 | 372,103 | D |
| Common Stock, par value \$0.0001 per share | 01/09/2012 | | M | 5,664 | A \$ 17.65 | 377,767 | D |

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| | | | | | | | |
|---|------------|---|----------------------|---|---------------------------|---------|---|
| Common Stock, par value \$.0001 per share | 01/09/2012 | S | 20,000 <u>(1)</u> | D | \$ 75.55 <u>(2)</u> | 357,767 | D |
| Common Stock, par value \$.0001 per share | 01/10/2012 | S | 1,036 <u>(3)</u> | D | \$ 75 | 356,731 | D |

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 | \$ 5.18 | 01/09/2012 | | M | 20,000 | 04/09/2006 | 01/09/2016 | Common Stock, par value \$.0001 per share | 20,000 |
| Option to Purchase Common Stock | \$ 17.65 | 01/09/2012 | | M | 5,664 | 04/09/2008 | 01/09/2018 | Common Stock, par value \$.0001 per share | 5,664 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
SVP & CFO

Sinha Vikas
C/O ALEXION PHARMACUETICALS, INC.
352 KNOTTER DRIVE
CHESHIRE, CT 06410

Signatures

/s/ Vikas Sinha 01/11/2012

**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 transactions 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 \$75.28 - \$76.28. 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.
- (3) 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.