

DUBIN THOMAS I H
Form 4
July 31, 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 *
DUBIN THOMAS I H

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)
07/27/2012

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

C/O ALEXION PHARMACEUTICALS 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$0.0001 per share | 07/27/2012 | | M | | 82,671 A \$ 17.98 | 183,252 | D |
| Common Stock, par value \$0.0001 per share | 07/27/2012 | | M | | 56,250 A \$ 22.9 | 239,502 | D |

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

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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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | 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 \$0.0001 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 \$0.0001 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 \$0.0001 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 \$0.0001 per share 4,000 |

Reporting Owners

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

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).
 - (1) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$105.00 - \$105.99. The price reported in 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.
 - (2) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$106.00 - \$106.99. The price reported in 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.
 - (3) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$107.00 - \$107.99. The price reported in 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.
 - (4) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$108.00 - \$108.99. The price reported in 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.
 - (5) This transaction was executed in multiple trades through a broker-dealer at prices ranging from \$109.00 - \$109.99. The price reported in 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.