

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to
 Section 16. Form 4 or Form 5
 obligations may continue. See
 Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Sandrock Alfred</u> (Last) (First) (Middle) <u>BIOGEN INC.</u> <u>225 BINNEY STREET</u> (Street) <u>CAMBRIDGE MA 02142</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BIOGEN INC. [BIIB]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/12/2021</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>EVP, Research & Development</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/12/2021		F ⁽¹⁾		1,533	D	\$278.03	15,261.2101	D	
Common Stock	02/12/2021		M		1,300	A	\$0	16,561.2101	D	
Common Stock	02/12/2021		M		1,446	A	\$0	18,007.2101	D	
Common Stock	02/12/2021		M		1,708	A	\$0	19,715.2101	D	
Common Stock	02/12/2021		F		577	D	\$278.03	19,138.2101	D	
Common Stock	02/12/2021		F		642	D	\$278.03	18,496.2101	D	
Common Stock	02/12/2021		F		758	D	\$278.03	17,738.2101	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0	02/12/2021		M			1,300	(2)	02/12/2021	Common Stock	1,300	\$0	1,466	D	
Restricted Stock Unit	\$0	02/12/2021		J ⁽³⁾			1,466	(2)	02/12/2021	Common Stock	1,466	\$0	0	D	
Restricted Stock Unit	\$0	02/12/2021		M			1,446	(2)	02/12/2022	Common Stock	1,446	\$0	5,442	D	
Restricted Stock Unit	\$0	02/12/2021		J ⁽³⁾			1,996	(2)	02/12/2022	Common Stock	1,996	\$0	3,446	D	
Restricted Stock Unit	\$0	02/12/2021		M			1,708	(2)	02/12/2023	Common Stock	1,708	\$0	10,352	D	
Restricted Stock Unit	\$0	02/12/2021		J ⁽³⁾			2,310	(2)	02/12/2023	Common Stock	2,310	\$0	8,042	D	

Explanation of Responses:

1. Represents shares withheld to satisfy the withholding tax liability due upon the vesting of shares, as previously disclosed by reporting person on January 29, 2021.

2. The number of RSUs reported represents the maximum possible number of shares that are eligible for vesting, which is 200% of the number of shares at target payout. One-third of these RSUs are eligible to vest on each of the first three anniversaries of the grant date. The actual number of shares that will vest on each vesting date will be determined by comparing the price of Biogen common stock on such vesting date to the price on the grant date (i.e., number of vested shares = number of shares at target payout times [the 30-day average closing stock price ending on the vesting date divided by the 30-day average closing stock price following and including the grant date]).

3. This represents the difference between the maximum possible number of shares that were eligible for vesting and the actual number that vested.

/s/ Suzanne Murray, Attorney
 in Fact for Alfred W. Sandrock, 02/17/2021
 Jr.

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

