

**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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>DiPietro Kenneth</u>			2. Issuer Name and Ticker or Trading Symbol <u>BIOGEN INC. [ BIIB ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP Human Resources</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
BIOGEN INC. 225 BINNEY STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) CAMBRIDGE MA 02142								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/2017 <sup>(1)</sup>		M		728	A	\$0	4,665	D	
Common Stock	02/28/2017 <sup>(1)</sup>		F		335	D	\$284.75	4,330	D	
Common Stock	02/28/2017 <sup>(2)</sup>		M		1,494	A	\$0	5,824	D	
Common Stock	02/28/2017 <sup>(2)</sup>		F		485	D	\$287.63	5,339	D	
Common Stock	02/28/2017 <sup>(3)</sup>		M		1,174	A	\$0	6,513	D	
Common Stock	02/28/2017 <sup>(3)</sup>		F		553	D	\$274.76	5,960	D	
Common Stock	02/28/2017 <sup>(3)</sup>		M		2,300	A	\$0	8,260	D	
Common Stock	02/28/2017 <sup>(3)</sup>		F		1,083	D	\$274.76	7,177	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	02/28/2017		J		1,378 <sup>(4)</sup>		(5)	02/12/2017	Common Stock	1,378	\$0	1,174	D	
Restricted Stock Unit	\$0	02/28/2017		J		1,198 <sup>(4)</sup>		(6)	02/22/2019	Common Stock	1,198	\$0	6,886	D	
Restricted Stock Unit	\$0	02/28/2017		J		1,216 <sup>(4)</sup>		(5)	02/23/2018	Common Stock	1,216	\$0	2,676	D	
Restricted Stock Unit	\$0	02/28/2017 <sup>(1)</sup>		M		728 <sup>(7)</sup>		(5)	02/23/2018	Common Stock	728 <sup>(7)</sup>	\$0	1,948 <sup>(7)</sup>	D	
Restricted Stock Unit	\$0	02/28/2017 <sup>(2)</sup>		M		1,494 <sup>(8)</sup>		(6)	02/22/2019	Common Stock	1,494 <sup>(8)</sup>	\$0	5,392 <sup>(8)</sup>	D	
Restricted Stock Unit	\$0	02/28/2017 <sup>(3)</sup>		M		1,174 <sup>(9)</sup>		(5)	02/12/2017	Common Stock	1,174 <sup>(9)</sup>	\$0	0 <sup>(9)</sup>	D	
Restricted Stock Unit	\$0	02/28/2017 <sup>(3)</sup>		M		2,300 <sup>(10)</sup>		(11)	02/12/2017	Common Stock	2,300	\$0	1 <sup>(10)</sup>	D	
Restricted Stock Unit	\$0	02/28/2017		J		1 <sup>(4)</sup>		(11)	02/12/2017	Common Stock	1	\$0	0	D	

**Explanation of Responses:**

- This award vested on 2/23/2017 and the actual number of shares that vested was determined in accordance with the terms of such award. Due to adjustments to the award to account for the Bioerativ Inc. spin-off, the number of vested shares was not determinable until 2/28/2017. Such adjusted number of vested shares was distributed to the reporting person on 2/28/2017.
- This award vested on 2/22/2017 and the actual number of shares that vested was determined in accordance with the terms of such award. Due to adjustments to the award to account for the Bioerativ Inc. spin-off, the number of vested shares was not determinable until 2/28/2017. Such adjusted number of vested shares was distributed to the reporting person on 2/28/2017.
- This award vested on 2/12/2017 and the actual number of shares that vested was determined in accordance with the terms of such award. Due to adjustments to the award to account for the Bioerativ Inc. spin-off, the number of vested shares was not determinable until 2/28/2017. Such adjusted number of vested shares was distributed to the reporting person on 2/28/2017.
- This represents the difference between the maximum possible number of shares that were eligible for vesting and the actual number that vested.
- 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 on the grant date]).

6. 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 on the grant date]).

7. This award was previously reported as covering 3,802 shares, but was adjusted pursuant to the anti-dilution provisions of the award in connection with the spin-off of Bioverativ Inc. on February 1, 2017

8. This award was previously reported as covering 7,900 shares, but was adjusted pursuant to the anti-dilution provisions of the award in connection with the spin-off of Bioverativ Inc. on February 1, 2017

9. This award was previously reported as covering 2,494 shares, but was adjusted pursuant to the anti-dilution provisions of the award in connection with the spin-off of Bioverativ Inc. on February 1, 2017

10. This award was previously reported as covering 2,249 shares, but was adjusted pursuant to the anti-dilution provisions of the award in connection with the spin-off of Bioverativ Inc. on February 1, 2017

11. The number of RSUs reported represents the maximum possible number of shares that are eligible for vesting, which is 150% of the number of shares at target payout. One-fourth of these RSUs are eligible to vest on each of the first four 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 Idec 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 average 60 calendar-day closing stock price ending on the vesting date divided by the average 60 calendar-day closing stock price on the grant date]).

[Steven N. Ayruch, Attorney in](#)  
[Fact for Kenneth DiPietro](#)

[03/02/2017](#)

\*\* 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.

**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 Number.**

LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints Susan H. Alexander, Steven N. Avruch, Marcia J. Gookin and Suzanne Murray as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Biogen Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");
- (3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
- (4) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (1) this Limited Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;
- (2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
- (3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (4) this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 21st day of February, 2017.

\_\_\_\_\_/s/ Kenneth DiPietro\_\_\_\_\_  
Signature

Name: Kenneth DiPietro

