## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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

**OMB APPROVAL** 3235-0287 Estimated average burden 0.5 hours per response:

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>ALEXANDER SUSAN H</u>  |   |  |             |   |       | 2. Issuer Name and Ticker or Trading Symbol BIOGEN INC. [BIIB]  |   |                      |  |      |  |  |  | 5. Relationship of Reporti<br>(Check all applicable)<br>Director            |  |                | 10% Ov   | /ner   |  |
|--|---|--|-------------|---|-------|---|---|----------------------|--|------|--|--|--|---|--|----------------|--|--|--|
| (Last) (First) (Middle) BIOGEN INC. 225 BINNEY STREET  |   |  |             |   |       | 3. Date of Earliest Transaction (Month/Day/Year) 02/12/2020   |   |                      |  |      |  |  |  | X Officer (give title Other (specify below)  EVP Chief Legal Off & Corp Sec |  |                |  |  |  |
| (Street) CAMBRIDGE MA 02142  |   |  |             |   | _     | 4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (CheLine)  X Form filed by One Reporting Form filed by More than One Person |   |                      |  |      |  |  |  |   |  |                | ting Persor  | .  |  |
| (City) (State) (Zip)   |   |  |             |   |       |   |   |                      |  |      |  |  |  |   |  |                |  |  |  |
|  |   |  | ble I - No  | 1 |       | _   |   |                      | _  | Dis  | posed of,  |  |  |   |  |                |  |  |  |
| 1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)  |   |  |             |   |       |   | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |                      | 3.<br>Transaction<br>Code (Instr.<br>8)        |      | 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 |  |  | Beneficia<br>Owned Fe   | s<br>lly<br>ollowing   | Form:          | Direct I<br>Indirect I<br>str. 4)  | 7. Nature of<br>ndirect<br>Beneficial<br>Ownership                 |  |
|  |   |  |             |   |       |   |   |                      | Code   | v    | Amount   | (A) or<br>(D)  | Price                                  | Reported<br>Transacti<br>(Instr. 3 a  | on(s)  |                |  | (Instr. 4)   |  |
| Common Stock 02/12   |   |  |             |   |       | 20  |   |                      | M  |      | 1,735  | A  | \$0                                    | 33,   | 33,711   |                | D  |  |  |
| Common Stock 02/12/  |   |  |             |   | 12/20 | 2020  |   |                      | F  |      | 756  | D  | \$331.7                                | 76 32,  | 32,955   |                | D  |  |  |
| Common Stock 02/12/  |   |  |             |   | 12/20 | 2020  |   |                      | M  |      | 2,697  | A  | \$0                                    | 35,   | 652  | D              |  |  |  |
| Common Stock 02/12/  |   |  |             |   | 12/20 | 20  |   |                      | F  |      | 798  | D  | \$331.7                                | 76 34,  | 34,854   |                | D  |  |  |
| Common Stock 02/12/  |   |  |             |   | 12/20 | 2020  |   |                      | M  |      | 1,535  | A  | \$0                                    | 36,   | 36,389   |                | D  |  |  |
| Common Stock 02/12/2   |   |  |             |   | 12/20 | 2020  |   |                      | F  |      | 681  | D  | \$331.7                                | 76 35,  | 35,708   |                | D  |  |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |  |             |   |       |   |   |                      |  |      |  |  |  |   |  |                |  |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | Execution D |   |       | action<br>(Instr.   |   |                      | 6. Date Exerc<br>Expiration Da<br>(Month/Day/Y |      | ate  | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>(Instr. 3 and | f<br>g<br>Security                     | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)                         | 9. Numbe<br>derivative<br>Securities<br>Beneficia<br>Owned<br>Following<br>Reported<br>Transacti | e<br>s<br>Illy | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|  |   |  |             |   | Code  | v   | (A)   | (A) (D)              |  | able | Expiration<br>Date   | Title  | Amount<br>or<br>Number<br>of<br>Shares | 1   | (Instr. 4)   | on(s)          |  |  |  |
| Restricted<br>Stock Unit   | \$0   | 02/12/2020                                 |             |   | Α     |   | 9,650   |                      | (1)  |      | 02/12/2023   | Common<br>Stock  | 9,650                                  | \$0   | 9,650  |                | D  |  |  |
| Restricted<br>Stock Unit   | \$0   | 02/12/2020                                 |             |   | M     |   |   | 1,735                | (1)  |      | 02/12/2021   | Common<br>Stock  | 1,735                                  | \$0   | 5,007  | 7              | D  |  |  |
| Restricted<br>Stock Unit   | \$0   | 02/12/2020                                 |             |   | J     | J   |   | 1,633 <sup>(2)</sup> | (1)  |      | 02/12/2021   | Common<br>Stock  | 1,633                                  | \$0   | 3,374  | 4              | D  |  |  |
| Restricted<br>Stock Unit   | \$0   | 02/12/2020                                 |             |   | М     |   |   | 2,697                | (3)  |      | 02/12/2020   | Common<br>Stock  | 2,697                                  | \$0   | 0  |                | D  |  |  |
| Restricted<br>Stock Unit   | \$0   | 02/12/2020                                 |             |   | M     |   |   | 1,535                | (1)  |      | 02/12/2022   | Common<br>Stock  | 1,535                                  | \$0   | 8,485  | 5              | D  |  |  |
| Restricted<br>Stock Unit   | \$0   | 02/12/2020                                 |             |   | J     |   |   | 1,803 <sup>(2)</sup> | (1)  |      | 02/12/2022   | Common<br>Stock  | 1,803                                  | \$0   | 6,682  | 2              | D  |  |  |

## **Explanation of Responses:**

- 1. 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]).
- 2. This represents the difference between the maximum possible number of shares that were eligible for vesting and the actual number that vested.
- 3. The restricted stock units will vest in 2 annual installments. One-third will vest on the first anniversary of the grant date and two-thirds will vest on the second anniversary of the grant date.

/s/ Suzanne Murray, Attorney in 02/14/2020 Fact for Susan Alexander

\*\* Signature of Reporting Person

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.