SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 OMB Number: 3235-0287 Estimated average burden

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1. Name and Addre Sandrock Alt	ss of Reporting Pers T <mark>red</mark>	on*	2. Issuer Name and Ticker or Trading Symbol BIOGEN INC. [BIIB]		tionship of Reporting Per all applicable) Director	rson(s) to Issuer 10% Owner		
			2 Data of Earlingt Transaction (Month/Day/Mar)	- x	Officer (give title below)	Other (specify below)		
(Last) (First) (Middle) BIOGEN INC.		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2019		EVP, Chief Medi	cal Officer		
225 BINNEY STREET								
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicabl				
(Street) CAMBRIDGE	МА	02142		X	Form filed by One Rep	oorting Person		
	11111	02172			Form filed by More tha Person	n One Reporting		
(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)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code		Amount	(A) or (D) Price		Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	02/15/2019		М		1,318	Α	\$ <mark>0</mark>	10,071.1941	D	
Common Stock	02/15/2019		F		586	D	\$332.87	9,485.1941	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. Transa Code (8)		of Deri Sec Acq (A) (Disp of (I	osed)) tr. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		te Amount of		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	02/15/2019		М			1,318	(1)	02/15/2020	Common Stock	1,318	\$0	2,936	D	
Restricted Stock Unit	\$0	02/15/2019		J			808 ⁽²⁾	(1)	02/15/2020	Common Stock	808	\$ 0	2,128	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 on 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.

<u>/s/ Suzanne Murray, Attorney</u>	
in Fact for Alfred W. Sandrock,	02/20/2019
<u>Jr.</u>	
** Signature of Poporting Porcon	Data

* 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.