| SEC Form 4 | |
|------------|--|
|------------|--|

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

| OMB Number: | 3235-0287 |
|-----------------------|-----------|
| Estimated average bur | den |
| hours per response: | 0.5 |

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| 1. Name and Addres | | Issuer Name and Tick | | | Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|-----------------------|-----------------|--|--|---|-------------------------|---------------|--|---|---|---|------------------|----------|--|
| SHERWIN S | <u>TEPHEN A</u> | = | <u>1002111101</u> [| | | | | X | Director | 10% 0 | Owner | | |
| (Last) BIOGEN INC. | (First) | (Middle) | | Date of Earliest Trans 3/11/2020 | action (I | Month | /Day/Year) | | Officer (give title below) | Other below | (specify) | | |
| 225 BINNEY ST | FREET | 4. | If Amendment, Date o | f Origina | al File | d (Month/Day/ | 6. Indiv Line) | 6. Individual or Joint/Group Filing (Check Applicable | | | | | |
| (Street) | | | | | | | | X | Form filed by One | e Reporting Pers | on | | |
| CAMBRIDGE | MA | 02142 | | | | | | | | Form filed by Mor Person | re than One Repo | orting | |
| (City) | (State) | (Zip) | | | | | | | | | | | |
| | - | Table I - N | on-Derivativ | ve Securities Ac | quire | d, Di | sposed of, | or Bei | neficially (| Dwned | | | |
| 1. Title of Security | (Instr. 3) | 2. Transaction Date (Month/Day/Yea | ar) 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired (A) (Transaction Code (Instr. 8) 4. Securities Acquired (A) (Disposed Of (D) (Instr. 3, 4 | | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | | |
| | | | | Code | v | Amount | Amount (A) or (D) Pri | | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | | |
| Common Stock | | | 03/11/2020 |) | M ⁽¹⁾ | | 10,923 ⁽²⁾ | A | \$58.46 ⁽²⁾ | 16,517 | D | | |
| Common Stock | 03/11/2020 |) | S ⁽¹⁾ | | 2,164 | D | \$295.215 | 14,353 | D | | | | |
| Common Stock | 03/11/2020 |) | M ⁽¹⁾ | | 1,355 ⁽³⁾ | A | \$58.46 ⁽³⁾ | 15,708 | D | | | | |
| | | 03/11/2020 | | S ⁽¹⁾ | | 270 | D | \$295.29 | 15,438 | D | | | |
| Common Stock | | | 03/11/2020 | , | | | | | | 1 | | | |
| Common Stock | | Table II | - Derivative | Securities Acques, calls, warrants | uired, | | | | | | <u> </u> | <u> </u> | |

| 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) | | 5. Number of Derivative Securities Acquired (A) of (D) (Instr. 3, 4 and 5) 6. Date Exer (Month/Day/ (Month/Day/ (Month/Day/ Acquired (A) of (D) (Instr. 3, A and 5) | | ate of Securities | | Security (Instr. 5) Securit Benefic Owned Followi Report | derivative Securities Beneficially Owned Following Reported | Ownership Form: Direct (D) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---|---|--|---|------------------------------|---|---|-----------------------|---------------------|--------------------|---|--|----------------------------------|--|---|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Transaction(s) (Instr. 4) | | |
| Stock Option (Right to Buy) | \$59.82 ⁽²⁾⁽⁴⁾ | 03/11/2020 | | M ⁽¹⁾ | | | 10,923 ⁽²⁾ | (5) | 03/22/2020 | Common Stock | 10,923 ⁽²⁾ | (2) | 0 | D | |
| Stock Option (Right to Buy) | \$59.82 ⁽³⁾⁽⁴⁾ | 03/11/2020 | | M ⁽¹⁾ | | | 1,355 ⁽³⁾ | 03/22/2011 | 03/22/2020 | Common Stock | 1,355 ⁽³⁾ | (3) | 0 | D | |

Explanation of Responses:

1. Exercise/sale pursuant to a trading plan intended to comply with Rule 10b5-1 of the Securities Exchange Act of 1934.

2. This option was previously reported as covering 10,675 shares at an exercise price of \$59.82 per share, 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.

3. This option was previously reported as covering 1,325 shares at an exercise price of \$59.82 per share, 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.

4. Granted under one of the Issuer's stock option plans, in an exempt transaction under SEC Rule 16(b)-3(d).

5. The stock options become exercisable in three (3) equal annual installments commencing one year after the grant date of 03/22/2010.

<u>/s/ Suzanne Murray, Attorney in</u> <u>Fact for Stephen Sherwin</u> 03/12/2020

** 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.