SEC Form 4

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

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

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1. Name and Address of Reporting Person [*] Karp Daniel			2. Issuer Name and Ticker or Trading Symbol BIOGEN INC. [BIIB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
					Director	10% Owner			
				X	Officer (give title below)	Other (specify below)			
(Last) BIOGEN INC.	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/02/2019		EVP, Corporate	Development			
225 BINNEY ST	Г.								
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Fi	ling (Check Applicable			
(Street) CAMBRIDGE	MA	02142		X	Form filed by One R Form filed by More t				
(City)	(State)	(Zip)			Person				

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)	3.4. Securities Acquired (A) orTransaction Code (Instr.Disposed Of (D) (Instr. 3, 4 and 5)8)		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	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	07/02/2019		М		196	Α	\$ <mark>0</mark>	322.387(1)(2)(3)	D	
Common Stock	07/02/2019		F		58	D	\$236.37	264.387	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)		5. Nu of Deriv Secu Acqu (A) o Disp of (D (Instr and S	rative rities ired r osed	6. Date Exercisable and Expiration Date (Month/Day/Year)		and 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	07/02/2019		м			196	(4)	07/02/2021	Common Stock	196	\$0	1,564	D	
Restricted Stock Unit	\$0	07/02/2019		J			390	(4)	07/02/2021	Common Stock	390	\$0	1,174	D	

Explanation of Responses:

1. Includes 20.653 shares acquired under the Biogen Inc. Employee Stock Purchase Plan on 9/28/2018.

2. Includes 23.683 shares acquired under the Biogen Inc. Employee Stock Purchase Plan on 12/31/2019.

3. Includes 82.051 shares acquired under the Biogen Inc. Employee Stock Purchase Plan on 3/29/2019.

4. 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]).

<u>/s/ Suzanne Murray, Attorney</u>
in Fact for Daniel Karp

07/05/2019

** 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.