# 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 | h |
|--|---|
| Section 16. Form 4 or Form 5           | í |
| 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 hours per response: 0.5

| 1. Name and Addre                     | 1 0              | son*           | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>BIOGEN INC. [BIIB] |                        | ationship of Reporting Pers<br>< all applicable)<br>Director<br>Officer (give title         | on(s) to Issuer<br>10% Owner<br>Other (specify |  |
|---------------------------------------|------------------|----------------|--|------------------------|---|--|--|
| (Last)<br>BIOGEN INC.<br>225 BINNEY S | (First)<br>TREET | (Middle)       | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/23/2016           |                        | below) Executive VP an  | below)<br>P and CFO                            |  |
| (Street)<br>CAMBRIDGE<br>(City)       | MA<br>(State)    | 02142<br>(Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year)                 | 6. Indiv<br>Line)<br>X | vidual or Joint/Group Filing<br>Form filed by One Repo<br>Form filed by More than<br>Person | rting Person                                   |  |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   | 4. Securities<br>Disposed Of |               |             | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |
|---------------------------------|--|---|-----------------------------|---|------------------------------|---------------|-------------|---|---|---|
|                                 |  |   | Code                        | v | Amount                       | (A) or<br>(D) | Price       | Transaction(s)<br>(Instr. 3 and 4)  |   | (Instr. 4)  |
| Common Stock                    | 02/23/2016                                 |   | М                           |   | 579                          | A             | <b>\$</b> 0 | 27,143  | D   |   |
| Common Stock                    | 02/23/2016                                 |   | F                           |   | 273                          | D             | \$258.99    | 26,870  | 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) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of<br>Deri<br>Secu<br>Acq<br>(A) o<br>Disp<br>of (E | osed<br>))<br>tr. 3, 4 | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | Amount of       |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 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)   | (D)                    | Date<br>Exercisable  | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Restricted<br>Stock Unit                            | \$0   | 02/23/2016                                 |   | М                            |   |   | 579                    | (1)  | 02/23/2018         | Common<br>Stock | 579                                    | \$0   | 4,611  | D  |  |
| Restricted<br>Stock Unit                            | \$0   | 02/23/2016                                 |   | J <sup>(2)</sup>             |   |   | 1,149                  | (1)  | 02/23/2018         | Common<br>Stock | 1,149                                  | \$0   | 3,462  | 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 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 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/ Matthew S. Gilman,</u>   |            |
|---------------------------------|------------|
| Attorney in Fact for Paul       | 02/25/2016 |
| <u>Clancy</u>                   |            |
| tt Cignoture of Departing Decom | Data       |

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $\ast$  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.