

☐ 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

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

1. Name and Address of Reporting Person* <u>Carmichael Clare</u>  (Last) (First) (Middle) <u>C/O ALEXION PHARMACEUTICALS</u> <u>352 KNOTTER DRIVE</u>  (Street) <u>CHESHIRE</u> <u>CT</u> <u>06410</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ALEXION PHARMACEUTICALS INC [</u> <u>ALXN ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>02/27/2015</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief HR Officer</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock, par value \$.0001 per share	02/27/2015		A		5,100 <sup>(1)</sup>	A	\$0	26,770	D	
Common Stock, par value \$.0001 per share	02/27/2015		A		1,745 <sup>(2)</sup>	A	\$0	28,515	D	
Common Stock, par value \$.0001 per share	03/02/2015		S		706 <sup>(3)</sup>	D	\$180.34	27,809	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	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			Title	Amount or Number of Shares				
Option to Purchase Common Stock	\$180.37	02/27/2015		A		24,400 <sup>(4)</sup>	02/27/2016 02/27/2025	Common Stock, par value \$.0001 per share	24,400	\$0	24,400	D	
Option to Purchase Common Stock	\$180.37	02/27/2015		A		5,874 <sup>(5)</sup>	02/27/2016 02/27/2025	Common Stock, par value \$.0001 per share	5,874	\$0	5,874	D	

Explanation of Responses:

1. Award of Restricted Stock Units under the 2004 Incentive Plan. 25% vests on each anniversary of the grant date.  
2. Award of Restricted Stock Units under the 2004 Incentive Plan. 1/3 vests on each anniversary of the grant date.  
3. This sale was made to cover withholding taxes immediately following the vesting of previously granted Restricted Stock Units.  
4. 25% vests on the first anniversary of the grant date and 1/16 every three months thereafter.  
5. 1/3 vests on each anniversary of the grant date.

Remarks:

/s/ Michael Greco, Attorney-in-Fact for Clare Carmichael 03/03/2015

\*\* 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.