FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL            |           |  |  |  |  |  |  |  |
|-------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number:             | 3235-0287 |  |  |  |  |  |  |  |
| Estimated average burde | en        |  |  |  |  |  |  |  |
| 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).

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

|   |  |   |   |  |   |   |  |   |  | <del></del>   |   |   |                                    |  |   |  |  |  |  |
|---|--|---|---|--|---|---|--|---|--|---|---|---|------------------------------------|--|---|--|--|--|--|
|   |  |   | 2. Issuer Name and Ticker or Trading Symbol ALEXION PHARMACEUTICALS INC   |  |   |   |  |   |  |   |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |                                    |  |   |  |  |  |  |
| COUGHLIN CHRISTOPHER J  |  |   |   |  |   |   |  |   |  |   |   |   |                                    |  | r   |  | 10% Ow   | ner  |  |
| (Last) (First) (Middle)   |  |   |   |  |   |   | (MARK)   |   |  |   |   |   |                                    |  |   |  | Other (s<br>below)   | pecify   |  |
| C/O ALEXION PHARMACEUTICALS, INC.                               |  |   |   |  |   |   | 3. Date of Earliest Transaction (Month/Day/Year) 07/22/2014  |   |  |   |   |   |                                    |  |   |  |  |  |  |
| JITER DR  | IVE  | 1   | 4 If Amendment, Date of Original Filed (Month/Day/Vear)   |  |   |   |  |   |  |   |   | 6 Individual or Joint/Group Filing (Check Applicable                    |                                    |  |   |  |  |  |  |
|   |  | - '   |   |  |   |   |  |   |  |   |   | Line)   |                                    |  |   |  |  |  |  |
| (Street) CHESHIRE CT 06410                                      |  |   |   |  |   |   |  |   |  |   |   |   |                                    | X Form filed by One Reporting Person         |   |  |  |  |  |
| ,                         |  |   |   |  |   |   |  |   |  |   |   |   |                                    | Form filed by More than One Reporting Person |   |  |  |  |  |
| (City) (State) (Zip)  |  |   |   |  |   |   |  |   |  |   |   |   |                                    |  |   |  |  |  |  |
|   | Tal  | ole I - Non   | -Deriv  | ativ   | e Se  | curities  | Acc  | uired,  | Disp   | osed o  | f, or Bei   | nefic   | ially                              | Owned  |   |  |  |  |  |
| Security (Inst  | r. 3)  |   | 2. Trans  | action   | n   | 2A. Deeme   | d  | 3.  |  |   |   |   |                                    | 5. Amoun                                     | t of  |  |  | . Nature of  |  |
| , ,   | Day/Year)  |   | Execution Date,<br>if any<br>(Month/Day/Year)   |  | Code (Instr.   5)   |   |  | tr. 3, 4  | Benefic<br>Owned   |   | ally (D) (Following (I) (I  |   | Indirect E<br>tr. 4)               | Indirect<br>Beneficial<br>Ownership          |   |  |  |  |  |
|   |  |   |   |  |   | Code  | v  | Amount  | nount (A) or (D)   |   | ce  | Reported Transaction(s) (Instr. 3 and 4)                                |                                    |  |   | (Instr. 4)   |  |  |  |
| Stock, par  | value \$.0001 per  | 2/2014  |   |  |   | A   | 768(1)   |   | ) A  |   | \$ <mark>0</mark>   | 768   |                                    |  | D   |  |  |  |  |
|   |  |   |   |  |   |   |  |   |  |   |   |   |                                    | wned   |   |  |  |  |  |
| 2.  | 3. Transaction   | 3A. Deemed  | 4.  |  |   | 5. Numbe  | er of  | 6. Date Ex  | ercis  | able and  | 7. Title an   | d   | ,<br>[8                            | B. Price of                                  | 9. Number   | of   | 10.  | 11. Nature   |  |
| Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security |  | if any  |   | Code (I  |   |   |  | Expiration Date<br>(Month/Day/Year)   |  |   | Securities<br>Underlyin<br>Derivative   | s<br>ig<br>e Secui  | Security<br>(Instr. 5)             | Security                                     | Securities<br>Beneficial<br>Owned<br>Following<br>Reported  | ly   | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4)  | of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)           |  |
|   |  |   |   | oho.   | \<br>\<br>\   |   |  | Date<br>Evereign  |  |   | Title   | or<br>Num<br>of   | ber                                |  | (Instr. 4)  | "  |  |  |  |
|   |  |   | <del></del>   | Jue  | •   | (~)   | (0)  | LACICISAN   |  | ruit  |   | Silai   | -3                                 |  |   | -  |  |  |  |
| \$167.97  | 07/22/2014   |   |   | A  |   | 2,706 <sup>(2)</sup>  |  | 07/22/201   | .5 (   | 07/22/2024  | Stock,<br>par value<br>\$.0001<br>per share   | 2,70  | 06                                 | \$167.97                                     | 2,706   |  | D  |  |  |
|   | (Fig. 2) (Fi | (First) EXION PHARMACEUTIC DTTER DRIVE  RE CT  (State)  Tab Security (Instr. 3)  Stock, par value \$.0001 per  2. Conversion or Exercise Price of Derivative Security  (Month/Day/Year) | (First) (Middle) EXION PHARMACEUTICALS, INC. DTTER DRIVE  RE CT 06410  (State) (Zip)  Table I - Non Security (Instr. 3)  Stock, par value \$.0001 per share  Table II - I  (Month/Day/Year)  Table II - I  (Month/Day/Year) | (First) (Middle) EXION PHARMACEUTICALS, INC. DTTER DRIVE  RE CT 06410  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3)  Stock, par value \$.0001 per share 07/22  Table II - Derivative (e.g., par value (e.g., par value (Month/Day/Year))  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Security | (First) (Middle) EXION PHARMACEUTICALS, INC. DTTER DRIVE  RE CT 06410  (State) (Zip)  Table I - Non-Derivative (Month/Day/Y)  Stock, par value \$.0001 per share  Table II - Derivative (e.g., puts, if any (Month/Day/Year))  2. Transaction Date (Month/Day/Year)  Price of Derivative Security  Security (Month/Day/Year)  Code (Month/Day/Year) | HLIN CHRISTOPHER J  (First) (Middle)  EXION PHARMACEUTICALS, INC.  OTTER DRIVE  RE CT 06410  (State) (Zip)  Table I - Non-Derivative Se  Security (Instr. 3)  Stock, par value \$.0001 per share  Table II - Derivative Secue.g., puts, call  2. Transaction Date (Ronth/Day/Year)  Table III - Derivative Secue.g., puts, call  2. Conversion or Exercise Price of Derivative Security  (Month/Day/Year)  ALEXALIXN  3. Date of 07/22/2014  Table II - Derivative Secue.g., puts, call  Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Code (Instr. 8) | (First) (Middle) EXION PHARMACEUTICALS, INC. DTTER DRIVE  RE CT 06410  (State) (Zip)  Table I - Non-Derivative Securities Gecurity (Instr. 3)  Stock, par value \$.0001 per share  Table II - Derivative Securities Acquired or Dispoor of Exercise Price of Derivative Security (Month/Day/Year)  Security  Stock, par value \$.0001 per share  Table II - Derivative Securities Acquired or Dispoor of (D) (Instr. 8)  Stock, par value \$.0001 per share  Conversion or Exercise Price of Derivative Security (Month/Day/Year)  Stock, par value \$.0001 per share  Conversion or Exercise Price of Derivative Security (Month/Day/Year)  Code (Instr. 8)  Code V (A) | ALEXION PHAIA ALXN ]  (First) (Middle)  EXION PHARMACEUTICALS, INC. DTTER DRIVE  Table I - Non-Derivative Securities Accurate (Month/Day/Year)  Stock, par value \$.0001 per share  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  5. Number of Derivative Securities Acqueed Execution Date, if any (Month/Day/Year)  6. Code V (A) (D) | ALEXION PHARMAC ALXN ]  (First) (Middle)  EXION PHARMACEUTICALS, INC.  DTTER DRIVE  Table I - Non-Derivative Securities Acquired, (Month/Day/Year)  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option or Exercise Price of Date (Month/Day/Year)  Conversion or Exercise Price of Date (Month/Day/Year)  Conversion or Exercise Price of Date (Month/Day/Year)  Conversion or Exercise Price of Date (Month/Day/Year)  Code (Month/Day/Year)  ALEXION PHARMAC  ALXN ]  3. Date of Earliest Transaction (Mo 07/22/2014  4. If Amendment, Date of Original Fixer and Execution Date (Execution Date (if any (Month/Day/Year))  Code (III)  Table II - Derivative Securities Acquired, Dierivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V (A) (D) Date Exercisab | ALEXION PHARMACEUT ALXN ]  (First) (Middle) EXION PHARMACEUTICALS, INC. DTTER DRIVE  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, comparing to perivative Security  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 8)  2. Transaction (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 8)  2. Transaction (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 8)  Code (V (A) (D) Date Expiration Date (Instr. 8)  Code V (A) (D) Date Exercisable II (Instr. 8) | ALEXION PHARMACEUTICAL:  (First) (Middle) EXION PHARMACEUTICALS, INC.  DITTER DRIVE  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction (Month/Day/Year)  Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertite (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, options, convertite (Month/Day/Year)  ALEXION PHARMACEUTICAL:  ALXN ]  3. Date of Earliest Transaction (Month/Day/Year)  Date (Instr. 3)  3. Transaction Date (e.g., puts, calls, warrants, options, convertite (Month/Day/Year)  Code v (A) (D) Date Expiration Date (Month/Day/Year)  Code v (A) (D) Date Expiration Date (Month/Day/Year)  Code v (A) (D) Date Expiration Date (Month/Day/Year) | ALEXION PHARMACEUTICALS INC   ALXN                                      | ALEXION PHARMACEUTICALS INC   ALXN | ALEXION PHARMACEUTICALS INC   Check          | ALEXION PHARMACEUTICALS INC [Check all applic. X Director Officer below)  EXION PHARMACEUTICALS, INC. DTER DRIVE  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned [Fary (Month/Day/Year)]  2. Transaction Date (Month/Day/Year) [Fary (Month/Day/Year)]  Person  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned [Fary (Month/Day/Year)]  Stock, par value \$.0001 per share  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned [Fary (Month/Day/Year)]  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned [Fary (Month/Day/Year)]  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned [Fary (Month/Day/Year)]  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned [Fary (Month/Day/Year)]  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned [Fary (Month/Day/Year)]  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned [Fary (Month/Day/Year)]  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned [Fary (Month/Day/Year)]  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned [Fary (Month/Day/Year)]  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned [Fary (Month/Day/Year)]  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned [Fary (Month/Day/Year)]  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned [Fary (Month/Day/Year)]  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned [Fary (Month/Day/Year)]  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned [Fary (Month/Day/Year)]  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned [Fary (Month/Day/Year)]  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned [Fary (Month/Day/Year)]  Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficial | ALEXION PHARMACEUTICALS INC [ALXN ]  ALEXION PHARMACEUTICALS INC [ALXN ]  ALEXION PHARMACEUTICALS INC [ALXN ]  3. Date of Earliest Transaction (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3)  ALEXION PHARMACEUTICALS INC [ALXN ]  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired (A) or Date (Instr. 3)  ALEXION PHARMACEUTICALS INC [ALXN ]  Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired (A) or Date (Instr. 3)  ALEXION PHARMACEUTICALS INC [ALXN ]  Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and S)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Transaction (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficia | ALEXION PHARMACEUTICALS INC [ALXN ]  ALEXION PHARMACEUTICALS INC [ALXN ]  3. Date of Earliest Transaction (Month/Day/Year)  Officer (give title below)  A. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)   A   Transaction   Code   Instr.   C | ALEXION PHARMACEUTICALS INC.    Circle   Color   Color   Color |  |

## Explanation of Responses:

- 1. Award of Restricted Stock Units under 2004 Incentive Plan. 100% vests on the first anniversary of the grant date.
- 2. 100% vests on first anniversary of grant date.

## Remarks:

/s/ Michael Greco Attorney-in-Fact 07/24/2014

\*\* 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.