

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

<p>1. Name and Address of Reporting Person *</p> <p><u>Galdes Alphonse</u></p> <p>(Last) (First) (Middle)</p> <p><u>BIOPEN INC.</u></p> <p><u>225 BINNEY STREET</u></p> <p>(Street)</p> <p><u>CAMBRIDGE MA 02142</u></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>BIOPEN INC. [BIIB]</u></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>02/12/2020</u></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p><u>EVP Pharmaceutical Oper & Tech</u></p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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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	02/12/2020		M		484	A	\$0	1,912.264	D	
Common Stock	02/12/2020		F		153	D	\$331.76	1,759.264	D	
Common Stock	02/12/2020		M		312	A	\$0	2,071.264	D	
Common Stock	02/12/2020		F		92	D	\$331.76	1,979.264	D	
Common Stock	02/12/2020		M		358	A	\$0	2,337.264	D	
Common Stock	02/12/2020		F		106	D	\$331.76	2,231.264	D	
Common Stock								969.366	I	By spouse

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0	02/12/2020		A		6,780		(1)	02/12/2023	Common Stock	6,780	\$0	6,780	D	
Restricted Stock Unit	\$0	02/12/2020		M		484		(2)	02/12/2020	Common Stock	484	\$0	0	D	
Restricted Stock Unit	\$0	02/12/2020		M		312		(1)	02/12/2021	Common Stock	312	\$0	902	D	
Restricted Stock Unit	\$0	02/12/2020		J		294 ⁽³⁾		(1)	02/12/2021	Common Stock	294	\$0	608	D	
Restricted Stock Unit	\$0	02/12/2020		M		358		(1)	02/12/2022	Common Stock	358	\$0	1,982	D	
Restricted Stock Unit	\$0	02/12/2020		J		420 ⁽³⁾		(1)	02/12/2022	Common Stock	420	\$0	1,562	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 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 following and including the grant date]).

2. The restricted stock units will vest in 2 annual installments. One-third will vest on the first anniversary of the grant date and two-thirds will vest on the second anniversary of the grant date.
3. This represents the difference between the maximum possible number of shares that were eligible for vesting and the actual number that vested.

/s/ Suzanne Murray, Attorney in
Fact for Alphonse Galdes 02/14/2020

** 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.