

McClellan Michael James
 Form 3
 January 02, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | |
|--|---|--|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â McClellan Michael James</p> <p>(Last) (First) (Middle)</p> <p>C/O TEVA PHARMACEUTICAL INDUSTRIES LTD.,Â 5 BASEL STREET</p> <p>(Street)</p> <p>PETACH TIKVA,Â L3Â 4951033</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/01/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>TEVA PHARMACEUTICAL INDUSTRIES LTD [TEVA]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, Chief Financial Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> |
| | | | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Ordinary Shares ⁽¹⁾ | 10,327 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Stock Options (right to buy) | Â (2) | 11/04/2025 | Ordinary Shares (1) | 13,927 | \$ 60.92 | D | Â |
| Stock Options (right to buy) | Â (3) | 03/16/2026 | Ordinary Shares (1) | 14,003 | \$ 53.5 | D | Â |
| Stock Options (right to buy) | Â (4) | 03/03/2027 | Ordinary Shares (1) | 22,505 | \$ 34.7 | D | Â |
| Stock Options (right to buy) | Â (5) | 09/18/2027 | Ordinary Shares (1) | 12,341 | \$ 16.99 | D | Â |
| Restricted Share Units | Â (6) | Â (6) | Ordinary Shares (1) | 1,390 | \$ (7) | D | Â |
| Restricted Share Units | Â (8) | Â (8) | Ordinary Shares (1) | 1,981 | \$ (7) | D | Â |
| Restricted Share Units | Â (9) | Â (9) | Ordinary Shares (1) | 4,197 | \$ (7) | D | Â |
| Restricted Share Units | Â (10) | Â (10) | Ordinary Shares (1) | 4,091 | \$ (7) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McClellan Michael James C/O TEVA PHARMACEUTICAL INDUSTRIES LTD. 5 BASEL STREET PETACH TIKVA,Â L3Â 4951033 | Â | Â | Â EVP, Chief Financial Officer | Â |

Signatures

/s/ Dov Bergwerk, as attorney-in-fact for Michael McClellan

01/02/2018

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- (2) Stock options were granted on November 5, 2015, with 3,481 having vested on each of November 5, 2016 and November 5, 2017, 3,481 vesting on November 5, 2018 and 3,484 vesting on November 5, 2019.
- (3) Stock options were granted on March 17, 2016, with 3,500 having vested on March 17, 2017, 3,500 vesting on each of March 17, 2018 and March 17, 2019 and 3,503 vesting on March 17, 2020.

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- (4) Stock options were granted on March 3, 2017, with 5,626 vesting on each of March 3, 2018, March 3, 2019 and March 3, 2020 and 5,627 vesting on March 3, 2021.
- (5) Stock options were granted on September 18, 2017 and will vest on September 18, 2019.
- (6) Restricted share units were granted on November 5, 2015, with 695 vesting on each of November 5, 2018 and November 5, 2019.
- (7) Each restricted share unit represents a contingent right to receive, at settlement, one ordinary share or, at the option of the Human Resources and Compensation Committee, the cash value of one ordinary share.
- (8) Restricted share units were granted on March 17, 2016, with 660 vesting on each of March 17, 2018 and March 17, 2019 and 661 vesting on Mach 17, 2020.
- (9) Restricted share units were granted on March 3, 2017, with 1,049 vesting on each of March 3, 2018, March 3, 2019 and March 3, 2020 and 1,050 vesting on Mach 3, 2021.
- (10) Restricted share units were granted on September 18, 2017 and will vest on September 18, 2019.

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Remarks:

The Reporting Person is filing this form in connection with the Issuer's transition from a foreign p

Exhibit List

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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