

Nazzi Gianfranco
Form 4
February 12, 2018

FORM 4

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

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Nazzi Gianfranco

2. Issuer Name **and** Ticker or Trading
Symbol
TEVA PHARMACEUTICAL
INDUSTRIES LTD [TEVA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Growth Markets Commercial

C/O TEVA PHARMACEUTICAL
INDUSTRIES LTD., 5 BASEL
STREET

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

PETACH TIKVA, L3 4951033

(City) (State) (Zip)

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	(D)	Price

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

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(9-02)

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

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 18.61	02/09/2018		A		91,326		<u>(1)</u>	02/08/2028	Ordinary Shares <u>(2)</u>	91,326
Restricted Share Units	<u>(3)</u>	02/09/2018		A		35,823		<u>(4)</u>	<u>(4)</u>	Ordinary Shares <u>(2)</u>	35,823

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Nazzi Gianfranco C/O TEVA PHARMACEUTICAL INDUSTRIES LTD. 5 BASEL STREET PETACH TIKVA, L3 4951033	EVP, Growth Markets Commercial

Signatures

/s/ Dov Bergwerk as attorney-in-fact for Gianfranco Nazzi 02/12/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Stock options were granted on February 9, 2018, with 30,442 vesting on each of February 9, 2020, February 9, 2021 and February 9, 2022.
- (2) The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- (3) 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.
- (4) Restricted share units were granted on February 9, 2018, with 11,941 vesting on each of February 9, 2020, February 9, 2021 and February 9, 2022.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.