

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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 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 or Section 30(h) of the  
 Investment Company Act of 1940

|                                                                                                                                |                                                                                           |                                                                                                                                                                                                                                                     |
|--------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person<br>O'Grady                      Brendan                      P.                        | 2. Issuer Name and Ticker or Trading Symbol<br>Teva Pharmaceutical Industries Ltd. [TEVA] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director                      ____ 10% Owner<br>____ Officer (give title below)                      ____ Other (specify below)<br>EVP, North America Commercial |
| (Last)                      (First)                      (Middle)<br>C/O Teva Pharmaceutical Industries Ltd.<br>5 Basel Street | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/04/2019                            |                                                                                                                                                                                                                                                     |
| (Street)<br>Petach Tikva                      L3                      4951033                                                  | 4. If Amendment, Date Original Filed (Month/Day/Year)                                     | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>____ Form filed by One Reporting Person<br>____ Form filed by More than One Reporting Person                                                                                         |
| (City)                      (State)                      (Zip)                                                                 |                                                                                           |                                                                                                                                                                                                                                                     |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) |   | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |       | 5. Amount of Securities Beneficially<br>Owned Following Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|--------------------------------------------|-------------------------------------------------------------|--------------------------------------|---|-------------------------------------------------------------------------|---------------|-------|--------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                                            |                                                             | Code                                 | V | Amount                                                                  | (A) or<br>(D) | Price |                                                                                                        |                                                                         |                                                                   |

**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 Underlying Securities (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 of Derivative Security: 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 Share Units                     | (1)                                                    | 03/04/2019                           |                                                    | A                              |   | 56,716                                                                                  |     | (2)                                                      | (2)             | Ordinary Shares (3)                                           | 56,716                     | \$ 0                                       | 56,716                                                                                             | D                                                                                |                                                        |

**Explanation of Responses:**

- (1) 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.
- (2) Restricted share units were granted on March 4, 2019, with 18,905 vesting on each of March 4, 2021 and March 4, 2022 and 18,906 vesting on March 4, 2023.
- (3) The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.

/s/ Dov Bergwerk, as attorney-in-fact for Brendan P. O'Grady

\_\_\_\_\_  
\*\*Signature of Reporting Person

03/06/2019

\_\_\_\_\_  
Date

\* 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.

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