

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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Washington, D.C. 20549

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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 O'Grady Brendan P.		2. Issuer Name and Ticker or Trading Symbol Teva Pharmaceutical Industries Ltd. [TEVA]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) EVP, North America Commercial	
(Last) (First) (Middle) C/O Teva Pharmaceutical Industries Ltd. 5 Basel Street		3. Date of Earliest Transaction (Month/Day/Year) 02/09/2020			
(Street) Petach Tikva L3 4951033		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ 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 (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			
Ordinary Shares ⁽¹⁾	02/09/2020		M		16,120	A	(2)	18,255.486	D	
Ordinary Shares ⁽¹⁾	02/10/2020		S ⁽³⁾		4,799 ⁽⁴⁾	D	\$12.27	13,456.486	D	

**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	(2)	02/09/2020		M			16,120	(5)	(5)	Ordinary Shares (1)	16,120	\$ 0	32,241	D	

Explanation of Responses:

- (1) The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- (2) 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.
- (3) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (4) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the restricted share units listed in Table II.
- (5) Restricted share units were granted on February 9, 2018, with 16,120 vesting on each of February 9, 2020 and February 9, 2021 and 16,121 vesting on February 9, 2022.

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

**Signature of Reporting Person

02/11/2020

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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