

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

Washington, D.C. 20549

**OMB APPROVAL**

OMB Number: 3235-0287  
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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>03/17/2020                            |  |  |                                                                                                                                                                                                                                                     |  |  |
| (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><input checked="" type="checkbox"/> 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 (A)<br>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                   |                                                                                                        |                                                                         |                                                                   |
| Ordinary Shares <sup>(1)</sup>     | 03/17/2020                                 |                                                             | M                                    |   | 1,179                                                                   | A             | (2)                     | 15,338.486                                                                                             | D                                                                       |                                                                   |
| Ordinary Shares <sup>(1)</sup>     | 03/17/2020                                 |                                                             | S <sup>(3)</sup>                     |   | 470 <sup>(4)</sup>                                                      | D             | \$7.1635 <sup>(5)</sup> | 14,868.486                                                                                             | 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)                                                    | 03/17/2020                           |                                                    | M                              |   |                                                                                         | 1,179 | (6)                                                      | (6)             | Ordinary Shares (1)                                           | 1,179                      | \$ 0                                       | 0                                                                                                  | 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.1600 to \$7.1850, inclusive. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (6) Restricted share units were granted on March 17, 2016, with 1,179 vesting on each of March 17, 2018, March 17, 2019 and March 17, 2020.

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

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

03/19/2020

\_\_\_\_\_  
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.

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.