

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

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden hours
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 Section 16. Form 4 or
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 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 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 <u>X</u> 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) 03/04/2021					
(Street) Petach Tikva L3 4951033			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> 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⁾	03/04/2021		S ⁽²⁾		703	D	\$10.8	14,868.486	D	
Ordinary Shares ⁽¹⁾	03/04/2021		M		18,905	A	(3)	33,773.486	D	
Ordinary Shares ⁽¹⁾	03/04/2021		S ⁽²⁾		7,469 ⁽⁴⁾	D	\$10.5661 ⁽⁵⁾	26,304.486	D	
Ordinary Shares ⁽¹⁾	03/05/2021		S ⁽²⁾		11,436	D	\$10.5439 ⁽⁶⁾	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	(3)	03/04/2021		M			18,905	(7)	(7)	Ordinary Shares (1)	18,905	\$ 0	37,811	D	
Restricted Share Units	(3)	03/05/2021		A		109,315		(8)	(8)	Ordinary Shares (1)	109,315	\$ 0	109,315	D	

Explanation of Responses:

- (1) The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- (2) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (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) 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 \$10.5100 to \$10.6900, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.5000 to \$10.5775, 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.
- (7) 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.
- (8) Restricted share units were granted on March 5, 2021, with 27,328 vesting on each of March 5, 2022, March 5, 2023, March 5, 2024 and 27,331 vesting on March 5, 2025.

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

**Signature of Reporting Person

03/08/2021

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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