

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

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden hours
 per response... 0.5

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

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person Stark David M. | 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) Exec. VP Chief Legal Officer |
| (Last) (First) (Middle) C/O Teva Pharmaceutical Industries Ltd. 124 Dvora HaNevi'a St., | 3. Date of Earliest Transaction (Month/Day/Year) 03/03/2023 | |
| (Street) Tel Aviv L3 6944020 | 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⁾ | 03/04/2023 | | M | | 13,931 | A | (2) | 16,905.39 | D | |
| Ordinary Shares ⁽¹⁾ | 03/04/2023 | | M | | 31,836 | A | (2) | 48,741.39 | D | |
| Ordinary Shares ⁽¹⁾ | 03/05/2023 | | M | | 20,199 | A | (2) | 68,940.39 | 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) | 03/03/2023 | | A | | 94,621 | | (3) | (3) | Ordinary Shares (1) | 94,621 | \$ 0 | 94,621 | D | |
| Restricted Share Units | (2) | 03/04/2023 | | M | | | 13,931 | (4) | (4) | Ordinary Shares (1) | 13,931 | \$ 0 | 0 | D | |
| Restricted Share Units | (2) | 03/04/2023 | | M | | | 31,836 | (5) | (5) | Ordinary Shares (1) | 31,836 | \$ 0 | 95,509 | D | |
| Restricted Share Units | (2) | 03/05/2023 | | M | | | 20,199 | (6) | (6) | Ordinary Shares (1) | 20,199 | \$ 0 | 40,400 | 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) Restricted share units were granted on March 3, 2023, with 23,655 vesting on each of March 3, 2024, March 3, 2025 and March 3, 2026, and 23,656 vesting on March 3, 2027.
- (4) Restricted share units were granted on March 4, 2019, with 13,930 vested on each of March 4, 2021 and March 4, 2022, and 13,931 vested on March 4, 2023.
- (5) Restricted share units were granted on March 4, 2022, with 31,836 vested on March 4, 2023, 31,836 vesting on each of March 4, 2024 and March 4, 2025 and 31,837 vesting on March 4, 2026.
- (6) Restricted share units were granted on March 5, 2021, with 20,199 vested on each of March 5, 2022 and March 5, 2023, 20,199 vesting on

March 5, 2024, and 20,201 vesting on March 5, 2025.

/s/ Dov Bergwerk as attorney-in-fact for David M.
Stark

**Signature of Reporting Person

03/07/2023

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.