

CELGENE CORP /DE/

Form 4

July 28, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARIO ERNEST

(Last) (First) (Middle)

**C/O CELGENE
CORPORATION, 86 MORRIS
AVENUE**

(Street)

SUMMIT, NJ 07901

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CELGENE CORP /DE/ [CELG]

3. Date of Earliest Transaction
(Month/Day/Year)
07/24/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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			
Common Stock ⁽¹⁾	02/18/2014		G	V	1,020	D	\$ 0	226,764	D	
Common Stock ⁽¹⁾	03/03/2014		G	V	2,210	D	\$ 0	224,554	D	
Common Stock ⁽¹⁾	03/25/2014		G	V	196	D	\$ 0	224,358	D	
Common Stock	07/24/2014		M		5,000	A	\$ 27.69	229,358	D	
Common Stock ⁽¹⁾	02/18/2014		G	V	1,020	D	\$ 0	4,980	I	By Spouse ⁽²⁾

By Spouse
⁽²⁾

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Common Stock <u>(1)</u>	03/03/2014	G	V	2,210	D	\$ 0	2,770	I	By Spouse (2)
Common Stock <u>(1)</u>	03/25/2014	G	V	196	D	\$ 0	2,574	I	By Spouse (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. I
Stock Option (right to buy) <u>(1)</u>	\$ 27.69	07/24/2014		M	5,000	<u>(3)</u>	06/16/2020	Common Stock
								5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MARIO ERNEST C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	X

Signatures

/s/Lawrence V. Stein _____ Lawrence V. Stein,
Attorney-in-Fact

07/28/2014

 **Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) All share amounts have been adjusted to reflect the Company's two-for-one stock split effected in June 2014.
- (2) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) The option was fully exercisable.
- (4) The option was issued pursuant to the Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013).

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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