

CELGENE CORP /DE/

Form 4

December 18, 2015

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FOUSE JACQUALYN A

(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)  
12/16/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
see remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 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)
Common Stock	12/17/2015		M	7,500	A \$ 0 <sup>(1)</sup>	61,611	D
Common Stock	12/17/2015		F	3,532	D \$ 112.17	58,079	D
Common Stock						13,438	I 401(k) Plan

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	(2)	12/16/2015		A	8,482	(3) 12/16/2018	Common Stock 8,482
Restricted Stock Unit	(1)	12/17/2015	(2)	M	7,500	(1) (2)	Common Stock 7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOUSE JACQUALYN A C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901			see remarks	

## Signatures

/s/ Robert J. Hugin \_\_\_\_\_ Robert J. Hugin, Attorney-in-Fact 12/18/2015

\_\_\_\_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 of the restricted stock units granted to the reporting person on December 17, 2012 vested and settled for shares of the Company's common stock.
- (2) The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan (as Amended and Restated as of April 15, 2015). Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (3) The restricted stock units vest on December 16, 2018. Vested shares will be delivered to the reporting person on the vesting date.

### Remarks:

President Global Hematology and Oncology

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

## Edgar Filing: CELGENE CORP /DE/ - Form 4

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