

CELGENE CORP /DE/

Form 3

June 24, 2016

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â PEHL MICHAEL F.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/15/2016

3. Issuer Name **and** Ticker or Trading Symbol
CELGENE CORP /DE/ [CELG]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

See remarks

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonC/O CELGENE
CORPORATION,Â 86 MORRIS
AVENUE

(Street)

SUMMIT,Â NJÂ 07901

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

1,628

D

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â <u>(1)(2)</u>	01/30/2022	Common Stock	938	\$ 36.36	D	Â
Stock Option (right to buy)	Â <u>(1)(2)</u>	04/30/2022	Common Stock	1,668	\$ 36.47	D	Â
Stock Option (right to buy)	Â <u>(2)(3)</u>	07/30/2022	Common Stock	1,668	\$ 34.7	D	Â
Stock Option (right to buy)	Â <u>(2)(4)</u>	10/31/2022	Common Stock	1,668	\$ 36.68	D	Â
Stock Option (right to buy)	Â <u>(2)(5)</u>	12/17/2022	Common Stock	2,500	\$ 40.22	D	Â
Stock Option (right to buy)	Â <u>(2)(6)</u>	01/28/2023	Common Stock	3,336	\$ 49.48	D	Â
Stock Option (right to buy)	Â <u>(2)(7)</u>	04/29/2023	Common Stock	3,752	\$ 59.23	D	Â
Stock Option (right to buy)	Â <u>(2)(8)</u>	07/29/2023	Common Stock	3,752	\$ 71.33	D	Â
Stock Option (right to buy)	Â <u>(2)(9)</u>	10/28/2023	Common Stock	3,752	\$ 78.11	D	Â
Stock Option (right to buy)	Â <u>(2)(10)</u>	12/02/2023	Common Stock	3,752	\$ 81.56	D	Â
Stock Option (right to buy)	Â <u>(2)(11)</u>	02/03/2024	Common Stock	5,626	\$ 74.3	D	Â
Stock Option (right to buy)	Â <u>(2)(12)</u>	07/28/2024	Common Stock	3,750	\$ 87.64	D	Â
Stock Option (right to buy)	Â <u>(2)(13)</u>	10/27/2024	Common Stock	1,875	\$ 103.1	D	Â
Stock Option (right to buy)	Â <u>(2)(14)</u>	12/19/2024	Common Stock	5,000	\$ 117.18	D	Â
Stock Option (right to buy)	Â <u>(2)(15)</u>	02/02/2025	Common Stock	2,500	\$ 118.57	D	Â
Stock Option (right to buy)	Â <u>(2)(16)</u>	05/04/2025	Common Stock	3,125	\$ 109.9	D	Â
Stock Option (right to buy)	Â <u>(2)(17)</u>	07/27/2025	Common Stock	3,125	\$ 132.56	D	Â
Stock Option (right to buy)	Â <u>(2)(18)</u>	11/09/2025	Common Stock	3,125	\$ 114.08	D	Â
Stock Option (right to buy)	Â <u>(2)(19)</u>	02/01/2026	Common Stock	3,125	\$ 100.8	D	Â

Stock Option (right to buy)	Â (2)(20)	05/02/2026	Common Stock	5,000	\$ 104.97	D	Â
Restricted Stock Unit	Â (21)	Â (21)	Common Stock	1,880	\$ (22) (23)	D	Â
Restricted Stock Unit	Â (24)	Â (24)	Common Stock	2,500	\$ (22) (23)	D	Â
Restricted Stock Unit	Â (25)	Â (25)	Common Stock	1,250	\$ (22) (23)	D	Â
Restricted Stock Unit	Â (26)	Â (26)	Common Stock	3,125	\$ (22) (23)	D	Â
Restricted Stock Unit	Â (27)	Â (27)	Common Stock	2,700	\$ (22) (23)	D	Â
Restricted Stock Unit	Â (28)	Â (28)	Common Stock	2,500	\$ (22) (23)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEHL MICHAEL F. C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	Â	Â	Â See remarks	Â

Signatures

/s/ Michael F. Pehl _____ Michael F. Pehl

06/24/2016

____Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The option is immediately exercisable and is fully vested.
 - (2) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as amended and restated as of April 15, 2015).
 - (3) The option is immediately exercisable and will vest on July 30, 2016.
 - (4) The option is immediately exercisable and will vest on October 31, 2016.
 - (5) The option is immediately exercisable and will vest on December 17, 2016.
 - (6) The option is immediately exercisable and will fully vest on January 28, 2017.
 - (7) The option is immediately exercisable and will fully vest on April 29, 2017.
 - (8) The option is immediately exercisable and will vest in two annual installments as follows: 1,876 shares on July 29, 2016; 1,876 shares on July 29, 2017.
 - (9) The option is immediately exercisable and will vest in two annual installments as follows: 1,876 shares on October 28, 2016; 1,876 shares on October 28, 2017.

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- (10) The option is immediately exercisable and will vest in two annual installments as follows: 1,876 shares on December 2, 2016; 1,876 shares on December 2, 2017.
- (11) The option is immediately exercisable and will vest in two annual installments as follows: 1,876 shares on February 3, 2017; 1,876 shares on February 3, 2018.
- (12) The option is immediately exercisable and will vest in three annual installments as follows: 1,250 shares on July 28, 2016; 1,250 shares on July 28, 2017; 1,250 shares on July 28, 2018.
- (13) The option is immediately exercisable and will vest in three annual installments as follows: 625 shares on October 27, 2016; 625 shares on October 27, 2017; 625 shares on October 27, 2017.
- (14) The option is immediately exercisable and will vest in four equal annual installments commencing on December 19, 2015.
- (15) The option is immediately exercisable and will vest in four equal annual installments commencing on February 2, 2016.
- (16) The option is immediately exercisable and will vest in four equal annual installments commencing on May 4, 2016.
- (17) The option is immediately exercisable and will vest in four equal annual installments commencing on July 27, 2016.
- (18) The option is immediately exercisable and will vest in four equal annual installments commencing on November 9, 2016.
- (19) The option is immediately exercisable and will vest in four equal annual installments commencing on February 1, 2017.
- (20) The option is immediately exercisable and will vest in four equal annual installments commencing on May 2, 2017.
- (21) The restricted stock units will vest on December 2, 2016. Vested shares will be delivered to the reporting person promptly after the vesting date.
- (22) The restricted stock unit was issued pursuant to the Company's 2008 Stock Incentive Plan (as amended and restated as of April 15, 2015).
- (23) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (24) The restricted stock units will vest on July 28, 2017. Vested shares will be delivered to the reporting person on the vesting date.
- (25) The restricted stock units will vest on December 19, 2017. Vested shares will be delivered to the reporting person on the vesting date.
- (26) The restricted stock units will vest on May 4, 2018. Vested shares will be delivered to the reporting person on the vesting date.
- (27) The restricted stock units will vest on December 16, 2018. Vested shares will be delivered to the reporting person on the vesting date.
- (28) The restricted stock units will vest on May 2, 2019. Vested shares will be delivered to the reporting person on the vesting date.

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Remarks:

PresidentÂ HematologyÂ &Â Oncology

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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