

CELGENE CORP /DE/
Form 4
February 13, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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, 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 *
KARSEN PERRY 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)
02/11/2015

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)
see remarks

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 02/11/2015 | | M | | | 8,324 | A | \$ 34.7 | 78,441 | D | |
| Common Stock | 02/11/2015 | | M | | | 8,324 | A | \$ 36.675 | 86,765 | D | |
| Common Stock | 02/11/2015 | | M | | | 11,248 | A | \$ 40.22 | 98,013 | D | |
| Common Stock | 02/11/2015 | | S | | | 27,896 | D | \$ 120.115 | 70,117 | D | |
| | | | | | | | | <u>(1)</u> | 2,000 | I | |

| | | | | |
|--------------|-------|---|--|-------------|
| Common Stock | | | | IRA Account |
| Common Stock | 1,638 | I | | 401(k) Plan |

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

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SEC 1474
(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 34.7 | 02/11/2015 | | M | 8,324 | <u>(2)</u> 07/30/2022 | Common Stock | 8,324 |
| Stock Option (right to buy) | \$ 36.675 | 02/11/2015 | | M | 8,324 | <u>(2)</u> 10/31/2022 | Common Stock | 8,324 |
| Stock Option (right to buy) | \$ 40.22 | 02/11/2015 | | M | 11,248 | <u>(2)</u> 12/17/2022 | Common Stock | 11,248 |

Reporting Owners

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

Signatures

/s/ Robert J. Hugin _____ Robert J. Hugin,
Attorney-in-Fact

02/13/2015

__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).

The price report in Column 4 is a weighted average price. These shares were sold by the reporting person pursuant to a Rule 10b5-1 plan in multiple transactions at prices ranging from \$119.71 to \$120.67, inclusive. The reporting person undertakes to provide Celgene

- (1) Corporation (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- (2) The option was fully exercisable.
- (3) The option was issued pursuant to the Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013).

Remarks:

Chief Executive Officer, Celgene Cellular Therapeutics

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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