

CELGENE CORP /DE/
Form 4
February 02, 2016

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

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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 *
Alles Mark J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/29/2016

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

See Remarks

C/O CELGENE CORPORATION, 86 MORRIS AVENUE

(Street)

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

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

SUMMIT, NJ 07901

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 01/29/2016 | | M | A | 2,634 | \$ 27.425 | D |
| Common Stock | 01/29/2016 | | M | A | 4,528 | \$ 29.02 | D |
| Common Stock | 01/29/2016 | | M | A | 2,438 | \$ 24.805 | D |
| Common Stock | 01/29/2016 | | M | A | 1,266 | \$ 31.21 | D |
| Common Stock | 01/29/2016 | | M | A | 2,500 | \$ 25.18 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----------|---------|---|-------------|
| Common Stock | 01/29/2016 | M | 1,926 | A | \$ 19.235 | 133,039 | D | |
| Common Stock | 01/29/2016 | M | 2,292 | A | \$ 28.495 | 135,331 | D | |
| Common Stock | 01/29/2016 | M | 1,128 | A | \$ 30.74 | 136,459 | D | |
| Common Stock | 01/29/2016 | M | 1,720 | A | \$ 25.765 | 138,179 | D | |
| Common Stock | 01/29/2016 | M | 1,506 | A | \$ 36.96 | 139,685 | D | |
| Common Stock | | | | | | 5,639 | 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (right to buy) | \$ 27.425 | 01/29/2016 | | M | | (1) 01/09/2017 | | Common Stock | 2,634 |
| Stock Option (right to buy) | \$ 29.02 | 01/29/2016 | | M | | (1) 04/10/2017 | | Common Stock | 4,528 |
| Stock Option (right to buy) | \$ 24.805 | 01/29/2016 | | M | | (1) 01/08/2018 | | Common Stock | 2,438 |
| | \$ 31.21 | 01/29/2016 | | M | | (1) 04/08/2018 | | | 1,266 |

| | | | | | | | | | |
|-----------------------------|-----------|------------|---|-------|------------|------------|--------------|--------------|--|
| Stock Option (right to buy) | | | | | | | | Common Stock | |
| Stock Option (right to buy) | \$ 25.18 | 01/29/2016 | M | 2,500 | <u>(1)</u> | 01/13/2019 | Common Stock | 2,500 | |
| Stock Option (right to buy) | \$ 19.235 | 01/29/2016 | M | 1,926 | <u>(1)</u> | 04/01/2019 | Common Stock | 1,926 | |
| Stock Option (right to buy) | \$ 28.495 | 01/29/2016 | M | 2,292 | <u>(1)</u> | 01/12/2020 | Common Stock | 2,292 | |
| Stock Option (right to buy) | \$ 30.74 | 01/29/2016 | M | 1,128 | <u>(1)</u> | 04/13/2020 | Common Stock | 1,128 | |
| Stock Option (right to buy) | \$ 25.765 | 01/29/2016 | M | 1,720 | <u>(1)</u> | 01/31/2021 | Common Stock | 1,720 | |
| Stock Option (right to buy) | \$ 36.96 | 01/29/2016 | M | 1,506 | <u>(1)</u> | 03/01/2022 | Common Stock | 1,506 | |
| Stock Option (right to buy) | \$ 100.8 | 02/01/2016 | A | 8,625 | <u>(3)</u> | 02/01/2026 | Common Stock | 8,625 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Alles Mark J C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901 | | | See Remarks | |

Signatures

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

02/02/2016

____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) The option was fully exercisable.
- (2) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as Amended and Restated as of April 15, 2015).
- (3) Option is immediately exercisable and will vest in four equal annual installments commencing on February 1, 2017.

Remarks:

President and Chief Operating Officer

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.