

CELGENE CORP /DE/
Form 4
May 03, 2016

FORM 4

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

OMB APPROVAL

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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 *
Smith Scott Andrew

(Last) (First) (Middle)
86 MORRIS AVENUE, C/O
CELGENE CORP
(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)
04/29/2016

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 below) ___ Other (specify 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 (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 or Price		
Common Stock	04/29/2016		M		10,000 A \$ 0 ⁽¹⁾	36,656	D
Common Stock	04/29/2016		F		4,987 D \$ 103.41	31,669	D
Common Stock						2,638	I 401(k) Plan

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

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number.

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title or Number of Shares
Restricted Stock Unit	(1)	04/29/2016		M		10,000 (1) (1)	Common Stock 10,000
Stock Option (right to buy)	\$ 104.97	05/02/2016		A	12,980	(2) 05/02/2026	Common Stock 12,980
Restricted Stock Unit	(4)	05/02/2016		A	6,829	(5) (5)	Common Stock 6,829

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Scott Andrew 86 MORRIS AVENUE C/O CELGENE CORP SUMMIT, NJ 07901			See Remarks	

Signatures

/s/ Peter N. Kellogg _____ Peter N. Kellogg, 05/03/2016
Attorney-in-Fact
**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 April 29, 2013 vested and settled for shares of the Company's common stock.
- (2) Option is immediately exercisable and will vest in four equal annual installments commencing on May 2, 2017.
- (3) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as Amended and Restated as of April 15, 2015).
- (4) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (5)

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The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 15, 2015) and vest on May 2, 2019. Vested shares will be delivered to the reporting person on the vesting date.

Remarks:

President, Inflammation & Immunology

Exhibit 24 - Power of Attorney

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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