

CARY FRANK T
Form 5
February 14, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
CARY FRANK T

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/14/2005

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/25/2004	^	G ⁽¹⁾	(A) or (D) Price	164,000 ⁽²⁾ \$ ⁽¹⁾ 406,692 ⁽²⁾	D	^
Common Stock	06/25/2004	^	G ⁽¹⁾	(A) or (D) Price	164,000 ⁽²⁾ \$ ⁽¹⁾ 164,000 ⁽²⁾	I	By GRAT
Common Stock	06/25/2004	^	G ⁽³⁾	(A) or (D) Price	164,000 ⁽²⁾ \$ ⁽³⁾ 242,692 ⁽²⁾	D	^
Common Stock	06/25/2004	^	G ⁽³⁾	(A) or (D) Price	164,000 \$ ⁽³⁾ 164,000 ⁽²⁾	I	By GRAT

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- (2) Share amounts have been adjusted prospectively to reflect the stock split effected 10/22/04.
- (3) Gift to GRAT. Mr. Cary continues to hold a pecuniary interest in the gifted shares. His beneficial ownership of the gifted shares of Common Stock changed from direct to indirect as a result of the gift.

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