

CELGENE CORP /DE/  
Form 4  
May 04, 2015

**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 \*  
HUGIN ROBERT J

(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)  
04/30/2015

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	04/30/2015		M	64,000 A \$ 0 <sup>(1)</sup>	1,217,315	D	
Common Stock	04/30/2015		F	33,184 D \$ 108.06	1,184,131	D	
Common Stock					27,355	I	401(k) Plan
Common Stock					9,600	I	Children

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

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(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 Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	04/30/2015	<u>(2)</u>	M	64,000	<u>(1)</u> <u>(2)</u>	Common Stock	64,000
Stock Option (right to buy)	\$ 109.9	05/04/2015		A	40,700	<u>(3)</u> 05/04/2025	Common Stock	40,700
Restricted Stock Unit	<u>(2)</u>	05/04/2015		A	16,300	<u>(5)</u> 05/04/2018	Common Stock	16,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGIN ROBERT J C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	X		see remarks	

## Signatures

/s/ Robert J. Hugin

05/04/2015

\_\_\_\_\_  
\*\*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).

- (1) All of the restricted stock units granted to the reporting person on April 30, 2012 vested and settled for shares of the Company's common stock.
- (2) The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan (as Amended and Restated as of April 17, 2013). Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.

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- (3) Option is immediately exercisable and will vest in four equal annual installments commencing on May 4, 2016.
- (4) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as Amended and Restated as of April 17, 2013).
- (5) The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) and vest on May 4, 2018. Vested shares will be delivered to the reporting person on the vesting date.

**Remarks:**

**Chairman and Chief Executive Officer**

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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