

INCYTE CORP  
Form 4  
June 06, 2014

**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 \*  
HASTINGS DAVID C

(Last) (First) (Middle)

EXPERIMENTAL  
STATION, ROUTE 141 & HENRY  
CLAY ROAD

(Street)

WILMINGTON, DE 19880

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INCYTE CORP [INCY]

3. Date of Earliest Transaction (Month/Day/Year)  
06/04/2014

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)  
Chief Financial Officer

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 or Price		
Common Stock	06/04/2014		M		6,500 A \$ 17.79	D	
Common Stock	06/04/2014		M		43,500 A \$ 14.72	D	
Common Stock	06/04/2014		M		7,500 A \$ 13.34	D	
Common Stock	06/04/2014		M		18,534 A \$ 9.41	D	
Common Stock	06/04/2014		S		76,034 D \$ 52.61	D	

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(2) (3)

Common Stock	06/05/2014		M	23,966	A	\$ 9.41	32,466	D
Common Stock	06/05/2014		M	50,000	A	\$ 3.11	82,466	D
Common Stock	06/05/2014		M	50,000	A	\$ 5.46	132,466	D
Common Stock	06/05/2014		S	123,966	D	\$ 52.81	8,500	D

(3) (8)

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 17.79	06/04/2014		M	6,500	(1) 01/18/2019	Common Stock	6,500	
Non-Qualified Stock Option (right to buy)	\$ 14.72	06/04/2014		M	43,500	(4) 01/24/2018	Common Stock	43,500	
Non-Qualified Stock Option (right to buy)	\$ 13.34	06/04/2014		M	7,500	(5) 05/17/2017	Common Stock	7,500	
Non-Qualified Stock Option (right to buy)	\$ 9.41	06/04/2014		M	18,534	(6) 01/20/2017	Common Stock	18,534	
Non-Qualified Stock Option (right to buy)	\$ 9.41	06/05/2014		M	23,966	(6) 01/20/2017	Common Stock	23,966	

Non-Qualified Stock Option (right to buy)	\$ 3.11	06/05/2014	M	50,000	<u>(7)</u>	01/26/2016	Common Stock	50,000
Non-Qualified Stock Option (right to buy)	\$ 5.46	06/05/2014	M	50,000	<u>(9)</u>	01/12/2016	Common Stock	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HASTINGS DAVID C EXPERIMENTAL STATION ROUTE 141 & HENRY CLAY ROAD WILMINGTON, DE 19880			Chief Financial Officer	

## Signatures

/s/ David C.  
Hastings

06/06/2014

\*\*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) Beginning January 19, 2012, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (2) Represents weighted average sale price. Actual sales prices ranged from \$52.50 - \$52.75.
- (3) Reporting person undertakes to provide upon request by Securities and Exchange Commission, the issuer or a securityholder of the issuer detailed information regarding the price and number of shares sold within range indicated.
- (4) Beginning January 25, 2011, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (5) Beginning May 18, 2010, options become exercisable in 25 installments, with the first 33.33% vesting January 21, 2011 and the remainder vesting monthly over two years.
- (6) Beginning January 21, 2010, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (7) Beginning January 27, 2009, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (8) Represents weighted average sale price. Actual sales prices ranged from \$52.50 - \$53.15.
- (9) Beginning January 13, 2006, options become exercisable in 37 installments, with the first 25% vesting after one year and the remainder vesting monthly over three years.

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.