

CELGENE CORP /DE/
Form 4
February 17, 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 *
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)
02/12/2015

___ Director ___ 10% Owner
X 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)
X 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 | 02/12/2015 | | M | 573 | A | \$ 27.275 | 74,213 | D |
| Common Stock | 02/12/2015 | | M | 1,478 | A | \$ 74.3 | 75,691 | D |
| Common Stock | 02/12/2015 | | M | 148 | A | \$ 30.74 | 75,839 | D |
| Common Stock | 02/12/2015 | | M | 430 | A | \$ 26.17 | 76,269 | D |
| Common Stock | 02/12/2015 | | M | 860 | A | \$ 28.94 | 77,129 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|-----------|---------|---|-------------|
| Common Stock | 02/12/2015 | | M | 5,333 | A | \$ 29.75 | 82,462 | D | |
| Common Stock | 02/12/2015 | | M | 430 | A | \$ 25.765 | 82,892 | D | |
| Common Stock | 02/12/2015 | | M | 1,562 | A | \$ 36.96 | 84,454 | D | |
| Common Stock | 02/12/2015 | | M | 1,040 | A | \$ 36.465 | 85,494 | D | |
| Common Stock | 02/12/2015 | | M | 2,081 | A | \$ 34.7 | 87,575 | D | |
| Common Stock | 02/12/2015 | | M | 2,081 | A | \$ 36.675 | 89,656 | D | |
| Common Stock | 02/12/2015 | | M | 4,375 | A | \$ 40.22 | 94,031 | D | |
| Common Stock | 02/12/2015 | | M | 1,040 | A | \$ 49.475 | 95,071 | D | |
| Common Stock | 02/12/2015 | | M | 1,478 | A | \$ 59.235 | 96,549 | D | |
| Common Stock | 02/12/2015 | | M | 1,478 | A | \$ 71.33 | 98,027 | D | |
| Common Stock | 02/12/2015 | | M | 1,478 | A | \$ 78.115 | 99,505 | D | |
| Common Stock | 02/12/2015 | | M | 1,640 | A | \$ 81.555 | 101,145 | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 8. Derivative Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------|

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| | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
|--------------------------------------|-----------|------------|------|-------|---------------------|--------------------|------------|----------------------------------------|-------|----|
| | | | Code | V (A) | (D) | | | | | |
| Stock Option (right to buy) | \$ 27.275 | 02/12/2015 | M | | 573 | <u>(1)</u> | 10/13/2019 | Common Stock | 573 | \$ |
| Stock Option (right to buy) | \$ 74.3 | 02/12/2015 | M | | 1,478 | <u>(1)</u> | 02/03/2024 | Common Stock | 1,478 | \$ |
| Stock Option (right to buy) | \$ 30.74 | 02/12/2015 | M | | 148 | <u>(1)</u> | 04/13/2020 | Common Stock | 148 | \$ |
| Stock Option (right to buy) | \$ 26.17 | 02/12/2015 | M | | 430 | <u>(1)</u> | 07/13/2020 | Common Stock | 430 | \$ |
| Stock Option (right to buy) | \$ 28.94 | 02/12/2015 | M | | 860 | <u>(1)</u> | 10/12/2020 | Common Stock | 860 | \$ |
| Stock Option (right to buy) | \$ 29.75 | 02/12/2015 | M | | 5,333 | <u>(1)</u> | 12/27/2020 | Common Stock | 5,333 | \$ |
| Stock Option (right to buy) | \$ 25.765 | 02/12/2015 | M | | 430 | <u>(1)</u> | 01/31/2021 | Common Stock | 430 | \$ |
| Stock Option (right to buy) | \$ 36.96 | 02/12/2015 | M | | 1,562 | <u>(1)</u> | 03/01/2022 | Common Stock | 1,562 | \$ |
| Stock Option (right to buy) | \$ 36.465 | 02/12/2015 | M | | 1,040 | <u>(1)</u> | 04/30/2022 | Common Stock | 1,040 | \$ |
| Stock Option (right to buy) | \$ 34.7 | 02/12/2015 | M | | 2,081 | <u>(1)</u> | 07/30/2022 | Common Stock | 2,081 | \$ |
| | \$ 36.675 | 02/12/2015 | M | | 2,081 | <u>(1)</u> | 10/31/2022 | | 2,081 | \$ |

| Stock Option (right to buy) | | | | | | | | Common Stock | | |
|-----------------------------|-----------|------------|---|-------|-----|------------|--------------|--------------|----|--|
| Stock Option (right to buy) | \$ 40.22 | 02/12/2015 | M | 4,375 | (1) | 12/17/2022 | Common Stock | 4,375 | \$ | |
| Stock Option (right to buy) | \$ 49.475 | 02/12/2015 | M | 1,040 | (1) | 01/28/2023 | Common Stock | 1,040 | \$ | |
| Stock Option (right to buy) | \$ 59.235 | 02/12/2015 | M | 1,478 | (1) | 04/29/2023 | Common Stock | 1,478 | \$ | |
| Stock Option (right to buy) | \$ 71.33 | 02/12/2015 | M | 1,478 | (1) | 07/29/2023 | Common Stock | 1,478 | \$ | |
| Stock Option (right to buy) | \$ 78.115 | 02/12/2015 | M | 1,478 | (1) | 10/28/2023 | Common Stock | 1,478 | \$ | |
| Stock Option (right to buy) | \$ 81.555 | 02/12/2015 | M | 1,640 | (1) | 12/02/2023 | Common Stock | 1,640 | \$ | |

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, 02/17/2015
 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) The option was fully exercisable.
- (2) The option was issued pursuant to the Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013).

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.
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