

BARER SOL J
Form 4
June 22, 2006

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARER SOL 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)
06/20/2006

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) below)

Chief Executive 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/20/2006		M		388,104	A	\$ 8.405	1,101,254	D
Common Stock	06/20/2006		F		221,171 <u>(1)</u>	D	\$ 42.39	880,083	D
Common Stock	06/20/2006		M		46,196	A	\$ 8.405	926,279	D
Common Stock	06/20/2006		F		26,325 <u>(2)</u>	D	\$ 42.39	899,954	D
Common Stock	06/20/2006		M		231,012	A	\$ 11.125	1,130,966	D

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Common Stock	06/20/2006	F	<u>139,600</u> (3)	D	\$ 42.39	991,366	D	
Common Stock	06/20/2006	M	60,000	A	\$ 11.2075	1,051,366	D	
Common Stock	06/20/2006	F	<u>36,320</u> (4)	D	\$ 42.39	1,015,046	D	
Common Stock	06/20/2006	M	60,000	A	\$ 11.2775	1,075,046	D	
Common Stock	06/20/2006	F	<u>36,373</u> (5)	D	\$ 42.39	1,038,673	D	
Common Stock	06/20/2006	M	60,000	A	\$ 13.0925	1,098,673	D	
Common Stock	06/20/2006	F	<u>37,752</u> (6)	D	\$ 42.39	1,060,921	D	
Common Stock	06/20/2006	M	40,000	A	\$ 14.1625	1,100,921	D	
Common Stock	06/20/2006	F	<u>25,709</u> (7)	D	\$ 42.39	1,075,212	D	
Common Stock	06/20/2006	M	252,132	A	\$ 16.3438	1,327,344	D	
Common Stock	06/20/2006	F	<u>169,016</u> (8)	D	\$ 42.39	1,158,328	D	
Common Stock						60,235	I	401(k) Plan

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

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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 Underlying Security (Instr. 3 and 4)
						Date Exercisable	Title
Employee Stock Option	\$ 8.405	06/20/2006		M	(A) 388,104	<u>(9)</u>	06/10/2013 Common Stock

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(right to buy)								
Employee Stock Option (right to buy)	\$ 42.39	06/20/2006	A	221,171	12/20/2006	06/10/2013	Common Stock	
Employee Stock Option (right to buy)	\$ 8.405	06/20/2006	M	46,196	<u>(9)</u>	06/10/2013	Common Stock	
Employee Stock Option (right to buy)	\$ 42.39	06/20/2006	A	26,325	12/20/2006	06/10/2013	Common Stock	
Employee Stock Option (right to buy)	\$ 11.125	06/20/2006	M	231,012	<u>(9)</u>	01/21/2014	Common Stock	
Employee Stock Option (right to buy)	\$ 42.39	06/20/2006	A	139,600	12/20/2006	01/21/2014	Common Stock	
Employee Stock Option (right to buy)	\$ 11.2075	06/20/2006	M	60,000	<u>(9)</u>	12/15/2013	Common Stock	
Employee Stock Option (right to buy)	\$ 42.39	06/20/2006	A	36,320	12/20/2006	12/15/2013	Common Stock	
Employee Stock Option (right to buy)	\$ 11.2775	06/20/2006	M	60,000	<u>(9)</u>	09/15/2013	Common Stock	
Employee Stock Option (right to	\$ 42.39	06/20/2006	A	36,373	12/20/2006	09/15/2013	Common Stock	

buy)

Employee
Stock

Option	\$ 13.0925	06/20/2006	M	60,000	<u>(9)</u>	04/06/2014	Common Stock
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Employee
Stock

Option	\$ 42.39	06/20/2006	A	37,752		12/20/2006	04/06/2014	Common Stock
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Employee
Stock

Option	\$ 14.1625	06/20/2006	M	40,000	<u>(9)</u>	07/06/2014	Common Stock
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Employee
Stock

Option	\$ 42.39	06/20/2006	A	25,709		12/20/2006	07/06/2014	Common Stock
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Employee
Stock

Option	\$ 16.3438	06/20/2006	M	252,132	<u>(9)</u>	09/19/2010	Common Stock
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Employee
Stock

Option	\$ 42.39	06/20/2006	A	169,016		12/20/2006	09/19/2010	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARER SOL J C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	X		Chief Executive Officer	

Signatures

/s/ Robert J. Hugin, Attorney-in-Fact	06/21/2006
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__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) This transaction reflects the exercise of options resulting in the acquisition of 166,933 shares. No shares were sold in the open market.
- (2) This transaction reflects the exercise of options resulting in the acquisition of 19,871 shares. No shares were sold in the open market.
- (3) This transaction reflects the exercise of options resulting in the acquisition of 91,412 shares. No shares were sold in the open market.
- (4) This transaction reflects the exercise of options resulting in the acquisition of 23,680 shares. No shares were sold in the open market.
- (5) This transaction reflects the exercise of options resulting in the acquisition of 23,627 shares. No shares were sold in the open market.
- (6) This transaction reflects the exercise of options resulting in the acquisition of 22,248 shares. No shares were sold in the open market.
- (7) This transaction reflects the exercise of options resulting in the acquisition of 14,291 shares. No shares were sold in the open market.
- (8) This transaction reflects the exercise of options resulting in the acquisition of 83,116 shares. No shares were sold in the open market.
- (9) Grant was fully exercisable.

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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