

Levy Richard S
Form 4
January 20, 2011

FORM 4

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

OMB APPROVAL

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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 *
Levy Richard S

(Last) (First) (Middle)

EXPERIMENTAL
STATION, ROUTE 141 AND
HENRY CLAY RD

(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)
01/18/2011

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)
EVP, Chief Drug Dev&Medical Of

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 or Price		
Common Stock	01/18/2011		M		15,000 A \$ 4.19	15,000	D
Common Stock	01/18/2011		M		25,310 A \$ 8.19	40,310	D
Common Stock	01/18/2011		S ⁽¹⁾		616 D \$ 16.01	39,694	D
Common Stock	01/18/2011		S ⁽¹⁾		1,494 D \$ 15.82	38,200	D
Common Stock	01/18/2011		S ⁽¹⁾		8,200 D \$ 15.81	30,000	D

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Common Stock	01/18/2011	S ⁽¹⁾	13,600	D	\$ 15.8	16,400	D
Common Stock	01/18/2011	S ⁽¹⁾	10,000	D	\$ 15.79	6,400	D
Common Stock	01/18/2011	S ⁽¹⁾	6,400	D	\$ 15.77	0	D

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

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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)	Amount or Number of Shares
					V	(A) (D)	Date Exercisable	Expiration Date		
Incentive Stock Options	\$ 4.19	01/18/2011		M		15,000	⁽²⁾	08/17/2013	Common Stock	15,000
Incentive Stock Options	\$ 8.19	01/18/2011		M		25,310	⁽³⁾	02/12/2014	Common Stock	25,310

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Levy Richard S
EXPERIMENTAL STATION
ROUTE 141 AND HENRY CLAY RD
WILMINGTON, DE 19880

EVP, Chief Drug Dev&Medical Of

Signatures

/s/ Richard S. 01/20/2011
Levy

__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) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Beginning August 18, 2003, options become exercisable in 37 installments, with the first installment of 25% vesting after one year and the remainder vesting monthly over three years.
- (3) Beginning February 13, 2004, options become exercisable in 37 installments, with the first installment of 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.