

INCYTE CORP
Form 4
February 18, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Siegel Eric H.

(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)

02/13/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

EVP, General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	02/13/2014		M		27	A	\$ 17.79
Common Stock	02/13/2014		M		3,245	A	\$ 16.66
Common Stock	02/13/2014		M		4,445	A	\$ 14.72
Common Stock	02/13/2014		M		2,778	A	\$ 14
Common Stock	02/13/2014		M		1,112	A	\$ 14.72
							1,214
							4,459
							8,904
							11,682
							12,794

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Common Stock	02/13/2014	M	1,389	A	\$ 14	14,183	D
Common Stock	02/13/2014	M	10,390	A	\$ 17.79	24,573	D
Common Stock	02/13/2014	M	4,802	A	\$ 16.66	29,375	D
Common Stock	02/13/2014	M	26,667	A	\$ 18.32	56,042	D
Common Stock	02/13/2014	S	54,855	D	\$ 66.67 (5) (6)	1,187	D
Common Stock	02/13/2014	S	1,187	D	\$ 66.5	0	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 17.79	02/13/2014		M	27	(1) 01/18/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16.66	02/13/2014		M	3,245	(2) 10/28/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.72	02/13/2014		M	4,445	(3) 01/24/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14	02/13/2014		M	2,778	(4) 08/08/2018	Common Stock

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Incentive Stock Option (right to buy)	\$ 14.72	02/13/2014	M	1,112	<u>(3)</u>	01/24/2018	Common Stock	1,112
Incentive Stock Option (right to buy)	\$ 14	02/13/2014	M	1,389	<u>(4)</u>	08/08/2018	Common Stock	1,389
Non-Qualified Stock Option (right to buy)	\$ 17.79	02/13/2014	M	10,390	<u>(1)</u>	01/18/2019	Common Stock	10,390
Incentive Stock Option (right to buy)	\$ 16.66	02/13/2014	M	4,802	<u>(2)</u>	10/28/2017	Common Stock	4,802
Non-Qualified Stock Option (right to buy)	\$ 18.32	02/13/2014	M	26,667	<u>(7)</u>	02/08/2020	Common Stock	26,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Siegel Eric H. EXPERIMENTAL STATION ROUTE 141 AND HENRY CLAY RD WILMINGTON, DE 19880			EVP, General Counsel	

Signatures

/s/ Eric Siegel 02/18/2014

 Date
**Signature of
Reporting Person

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) Beginning October 29, 2010, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (3) 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.
- (4) Beginning August 9, 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) Represents weighted average sale price. Actual sales prices ranged from \$65.52-\$67.26.
- (6) 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.
- (7) Beginning February 9, 2013, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.

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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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