

Daniel Thomas O  
 Form 3  
 February 24, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Daniel Thomas O		(Month/Day/Year)	CELGENE CORP /DE/ [CELG]	
(Last)	(First)	(Middle)	02/15/2012	
C/O CELGENE CORPORATION,Â 86 MORRIS AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)	(Check all applicable)			
	<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner		
	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other	6. Individual or Joint/Group Filing(Check Applicable Line)	
	(give title below) (specify below)		_X_ Form filed by One Reporting Person	
	see remarks		___ Form filed by More than One Reporting Person	
SUMMIT,Â NJÂ 07901				
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	943	I	401(k) Plan

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Unit	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	3,056	\$ <u>(2)</u>	D	Â
Restricted Stock Unit	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	4,583	\$ <u>(2)</u>	D	Â
Restricted Stock Unit	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	7,777	\$ <u>(2)</u>	D	Â
Stock Options (right to buy)	Â <u>(5)</u>	01/09/2017	Common Stock	1,823	\$ 54.85	D	Â
Stock Options (right to buy)	Â <u>(5)</u>	04/10/2017	Common Stock	5,625	\$ 58.04	D	Â
Stock Options (right to buy)	Â <u>(5)</u>	06/06/2017	Common Stock	25,000	\$ 60.67	D	Â
Stock Options (right to buy)	Â <u>(5)</u>	07/10/2017	Common Stock	7,500	\$ 58.53	D	Â
Stock Options (right to buy)	Â <u>(5)</u>	01/08/2018	Common Stock	1,878	\$ 49.61	D	Â
Stock Options (right to buy)	Â <u>(5)</u>	01/08/2018	Common Stock	1,874	\$ 49.61	D	Â
Stock Options (right to buy)	Â <u>(5)</u>	09/06/2017	Common Stock	25,000	\$ 66.59	D	Â
Stock Options (right to buy)	Â <u>(5)</u>	10/09/2017	Common Stock	7,500	\$ 73.55	D	Â
Stock Options (right to buy)	Â <u>(6)</u>	04/08/2018	Common Stock	5,500	\$ 62.42	D	Â
Stock Options (right to buy)	Â <u>(7)</u>	07/08/2018	Common Stock	5,500	\$ 71.82	D	Â
Stock Options (right to buy)	Â <u>(8)</u>	10/14/2018	Common Stock	5,500	\$ 57.8	D	Â
Stock Options (right to buy)	Â <u>(5)</u>	01/13/2019	Common Stock	2,749	\$ 50.36	D	Â
Stock Options (right to buy)	Â <u>(9)</u>	01/13/2019	Common Stock	1,376	\$ 50.36	D	Â
Stock Options (right to buy)	Â <u>(10)</u>	04/14/2019	Common Stock	4,583	\$ 39.01	D	Â
Stock Options (right to buy)	Â <u>(11)</u>	07/14/2019	Common Stock	4,583	\$ 46.02	D	Â
Stock Options (right to buy)	Â <u>(12)</u>	10/13/2019	Common Stock	4,583	\$ 54.55	D	Â

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Stock Options (right to buy)	Â (13)	01/12/2020	Common Stock	1,146	\$ 56.99	D	Â
Stock Options (right to buy)	Â (14)	01/12/2020	Common Stock	3,438	\$ 56.99	D	Â
Stock Options (right to buy)	Â (15)	04/13/2020	Common Stock	3,437	\$ 61.48	D	Â
Stock Options (right to buy)	Â (16)	07/13/2020	Common Stock	3,437	\$ 52.34	D	Â
Stock Options (right to buy)	Â (17)	10/12/2020	Common Stock	3,438	\$ 57.88	D	Â
Stock Options (right to buy)	Â (18)	12/27/2020	Common Stock	35,000	\$ 59.5	D	Â
Stock Options (right to buy)	Â (19)	12/27/2020	Common Stock	11,667	\$ 59.5	D	Â
Stock Options (right to buy)	Â (20)	01/31/2021	Common Stock	2,578	\$ 51.53	D	Â
Stock Options (right to buy)	Â (21)	01/31/2021	Common Stock	860	\$ 51.53	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Daniel Thomas O C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	Â	Â	Â see remarks	Â

## Signatures

\_\_\_\_/s/Robert J. Hugin, Attorney-in-fact \_\_\_\_\_ Robert J. Hugin, 02/23/2012  
 Attorney-in-fact

\_\_\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 restricted stock units vest on April 14, 2012. Shares of common stock will be released to the reporting person on the vesting date.
- (2) The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan. Each share of restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (3) The restricted stock units vest on April 13, 2013. Shares of common stock will be released to the reporting person on the vesting date.
- (4) The restricted stock units vest on December 27, 2013. Shares of common stock will be released to the reporting person on the vesting date.
- (5) Stock Options granted pursuant to the Company's Stock Incentive Plan are immediately exercisable and fully vested.

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- (6) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on April 8, 2009.
- (7) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on July 8, 2009.
- (8) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on October 14, 2009.
- (9) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will be fully vested on January 13, 2013.
- (10) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on April 14, 2010.
- (11) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on July 14, 2010.
- (12) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on October 13, 2010.
- (13) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest on January 12, 2014.
- (14) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in three equal installments commencing on January 12, 2011.
- (15) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on April 13, 2011.
- (16) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on July 13, 2011.
- (17) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on October 12, 2011.
- (18) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in three equal installments commencing on December 27, 2011.
- (19) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest on December 27, 2014.
- (20) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in three equal installments commencing on January 31, 2012.
- (21) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest on January 31, 2015.

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**Remarks:**

President,Â ResearchÂ andÂ EarlyÂ Development

Exhibit-24

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.