INCYTE CORP
Form 4
April 01, 2015

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chardonnet Laurent
(Last) (First) (Middle)
1801 AUGUSTINE CUT-OFF
(Street)
WILMINGTON, DE 19803
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
INCYTE CORP [INCY]

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2015

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) __X__ Other (specify below)
Vice President and Treasurer

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	03/30/2015		M		26,682	A	$ 18.32	29,587	D	
Common Stock	03/30/2015		M		1,094	A	$ 18.32	30,681	D	
Common Stock	03/30/2015		M		34,187	A	$ 17.79	64,868	D	
Common Stock	03/30/2015		M		5,813	A	$ 17.79	70,681	D	
Common Stock	03/30/2015		M		32,850	A	$ 14.72	103,531	D	

Common Stock	03/30/2015		M		7,150	A	$ 14.72	110,681	D
Common Stock	03/30/2015		M		5,833	A	$ 13.34	116,514	D
Common Stock	03/30/2015		M		167	A	$ 13.34	116,681	D
Common Stock	03/30/2015		S		46,000	D	$ 93.64 (1) (2) (3)	70,681	D
Common Stock	03/30/2015		S		40,000	D	$ 93.64 (1) (2) (4)	30,681	D
Common Stock	03/30/2015		S		27,776	D	$ 93.64 (1) (2) (5)	2,905	D

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 Amoun Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	$ 18.32	03/30/2015		M			26,682	(6)	02/08/2020	Common Stock	26,6
Incentive Stock Option (right to buy)	$ 18.32	03/30/2015		M			1,094	(6)	02/08/2020	Common Stock	1,0
Non-Qualified Stock Option	$ 17.79	03/30/2015		M			34,187	(7)	01/18/2019	Common Stock	34,1

(right to buy)									
Incentive Stock Option (right to buy)	$ 17.79	03/30/2015	M	5,813	(7)	01/18/2019	Common Stock	5,8
Non-Qualified Stock Option (right to buy)	$ 14.72	03/30/2015	M	32,850	(8)	01/24/2018	Common Stock	32,8
Incentive Stock Option (right to buy)	$ 14.72	03/30/2015	M	7,150	(8)	01/24/2018	Common Stock	7,1
Non-Qualified Stock Option (right to buy)	$ 13.34	03/30/2015	M	5,833	(9)	05/17/2017	Common Stock	5,8
Incentive Stock Option (right to buy)	$ 13.34	03/30/2015	M	167	(9)	05/17/2017	Common Stock	16

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chardonnet Laurent 1801 AUGUSTINE CUT-OFF WILMINGTON, DE 19803			Vice President and Treasurer	

Signatures

/s/ Laurent Chardonnet	04/01/2015
**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 was effected pursuant to a Rule 10b5-1 trading plan adopted by reporting person.

(2) Reporting person undertakes to provide upon request by Securites and Exchange Commission, the issuer or a securityholder of the issuer detailed information regarding the price and number of shares sold within range indicated.

(3) Represents weighted average sale price. Actual sale prices ranged from $92.58 - $96.05.

(4) Represents weighted average sale price. Actual sale prices ranged from $92.58 - $96.05.

(5) Represents weighted average sale price. Actual sale prices ranged from $92.61 - $96.05.

(6) 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.

(7) 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.

(8) 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.

(9) Beginning May 18, 2010, options become exercisable in 25 installments, with the first 33.33% vesting on January 21, 2011 and the remainder vesting monthly over two years.

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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