CELGENE CORP /DE/
Form 4
July 29, 2015

FORM 4

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Daniel Thomas O

(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)
07/27/2015

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)
see remarks

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	07/28/2015		M		1,720	A	$ 28.94	57,252	D	
Common Stock	07/28/2015		M		13,000	A	$ 29.75	70,252	D	
Common Stock	07/28/2015		M		15,000	A	$ 29.75	85,252	D	
Common Stock	07/28/2015		S		29,720	D	$ 133.96 (1)	55,532	D	
	07/28/2015		M		2,292	A	$ 28.5	57,824	D	

Common Stock									
Common Stock	07/28/2015		M	1,506	A	$ 36.96	59,330	D	
Common Stock	07/28/2015		M	1,720	A	$ 25.77	61,050	D	
Common Stock	07/28/2015		M	1,128	A	$ 30.74	62,178	D	
Common Stock							3,200	I	401(k) Plan

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	$ 132.56	07/27/2015		A		8,625		(2)	07/27/2025	Common Stock	8,625
Stock Option (right to buy)	$ 28.94	07/28/2015		M			1,720	(4)	10/12/2020	Common Stock	1,720
Stock Option (right to buy)	$ 29.75	07/28/2015		M			13,000	(4)	12/27/2020	Common Stock	13,000
Stock Option (right to buy)	$ 29.75	07/28/2015		M			15,000	(4)	12/27/2020	Common Stock	15,000
	$ 28.5	07/28/2015		M			2,292	(4)	01/12/2020		2,292

Stock Option (right to buy)								Common Stock	
Stock Option (right to buy)	$ 36.96	07/28/2015		M	1,506	(4)	03/01/2022	Common Stock	1,506
Stock Option (right to buy)	$ 25.77	07/28/2015		M	1,720	(4)	01/31/2021	Common Stock	1,720
Stock Option (right to buy)	$ 30.74	07/28/2015		M	1,128	(4)	04/13/2020	Common Stock	1,128

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				see remarks

Signatures

/s/ Robert J. Hugin

Robert J. Hugin, Attorney-in-Fact — 07/29/2015

**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) The price reported in Column 4 is a weighted average price. These shares were sold by the reporting person pursuant to a Rule 10b5-1 plan in multiple transactions at prices ranging from $132.75 to $135.49, inclusive. The reporting person undertakes to provide Celgene Corporation (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

(2) Option is immediately exercisable and will vest in four equal annual installments commencing on July 27, 2016.

(3) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as Amended and Restated as of April 15, 2015).

(4) The option was fully exercisable.

Remarks:
President, Research and Early Development

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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Explanation of Responses: