CELGENE CORP /DE/
Form 4
May 03, 2006

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 *
JACKSON JOHN W

(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)
05/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	05/01/2006		M		11,896	A	$ 8.405	1,358,270	D	
Common Stock	05/01/2006		F		2,390 (1)	D	$ 41.82	1,355,880	D	
Common Stock	05/01/2006		M		8,988	A	$ 11.125	1,364,868	D	
Common Stock	05/01/2006		F		2,390 (2)	D	$ 41.82	1,362,478	D	
Common Stock	05/01/2006		M		600,000	A	$ 16.3438	1,962,478	D	

Common Stock	05/01/2006	F	403,902 (3)	D	$ 41.82	1,558,576	D	
Common Stock	05/01/2006	M	212,100	A	$ 8.405	1,770,676	D	
Common Stock	05/01/2006	F	121,178 (4)	D	$ 41.82	1,649,498	D	
Common Stock	05/01/2006	M	100,000	A	$ 11.2775	1,749,498	D	
Common Stock	05/01/2006	F	60,817 (5)	D	$ 41.82	1,688,681	D	
Common Stock	05/01/2006	M	100,000	A	$ 11.2075	1,788,681	D	
Common Stock	05/01/2006	F	60,727 (6)	D	$ 41.82	1,727,954	D	
Common Stock	05/01/2006	M	391,012	A	$ 11.125	2,118,966	D	
Common Stock	05/01/2006	F	237,039 (7)	D	$ 41.82	1,881,927	D	
Common Stock	05/01/2006	M	100,000	A	$ 13.0925	1,981,927	D	
Common Stock	05/01/2006	F	63,146 (8)	D	$ 41.82	1,918,781	D	
Common Stock	05/01/2006	M	66,666	A	$ 14.1625	1,985,447	D	
Common Stock	05/01/2006	F	43,012 (9)	D	$ 41.82	1,942,435	D	
Common Stock						3,000	I	Trust for son (10)
Common Stock						3,264	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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Ar Underlying Se (Instr. 3 and 4

	Derivative Security			(Instr. 3, 4, and 5)						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	$ 8.405	05/01/2006		M			11,896	(11)	06/10/2013	Common Stock
Employee Stock Option (right to buy)	$ 41.82	05/01/2006		A		2,390		11/01/2006	06/10/2013	Common Stock
Employee Stock Option (right to buy)	$ 11.125	05/01/2006		M			8,988	(11)	01/21/2014	Common Stock
Employee Stock Option (right to buy)	$ 41.82	05/01/2006		A		2,390		11/01/2006	01/21/2014	Common Stock
Employee Stock Option (right to buy)	$ 16.3438	05/01/2006		M			600,000	(11)	09/19/2010	Common Stock
Employee Stock Option (right to buy)	$ 41.82	05/01/2006		A		403,902		11/01/2006	09/19/2010	Common Stock
Employee Stock Option (right to buy)	$ 8.405	05/01/2006		M			212,100	(11)	06/10/2013	Common Stock
Employee Stock Option (right to buy)	$ 41.82	05/01/2006		A		121,178		11/01/2006	06/10/2013	Common Stock
Employee Stock	$ 11.2775	05/01/2006		M			100,000	(11)	09/15/2013	Common Stock

Option (right to buy)								
Employee Stock Option (right to buy)	$ 41.82	05/01/2006	A	60,817		11/01/2006	09/15/2013	Common Stock
Employee Stock Option (right to buy)	$ 11.2075	05/01/2006	M		100,000	(11)	12/15/2013	Common Stock
Employee Stock Option (right to buy)	$ 41.82	05/01/2006	A	60,727		11/01/2006	12/15/2013	Common Stock
Employee Stock Option (right to buy)	$ 11.125	05/01/2006	M		391,012	(11)	01/21/2014	Common Stock
Employee Stock Option (right to buy)	$ 41.82	05/01/2006	A	237,039		11/01/2006	01/21/2014	Common Stock
Employee Stock Option (right to buy)	$ 13.0925	05/01/2006	M		100,000	(11)	04/06/2014	Common Stock
Employee Stock Option (right to buy)	$ 41.82	05/01/2006	A	63,146		11/01/2006	04/06/2014	Common Stock
Employee Stock Option (right to buy)	$ 14.1625	05/01/2006	M		66,666	(11)	07/06/2014	Common Stock
Employee Stock Option	$ 41.82	05/01/2006	A	43,012		11/01/2006	07/06/2014	Common Stock

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACKSON JOHN W C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	X			

Signatures

/s/ Robert J. Hugin, Attorney-in-Fact	05/03/2006
**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 reflects the exercise of options resulting in the acquisition of 9,506 shares. No shares were sold in the open market.

(2) This transaction reflects the exercise of options resulting in the acquisition of 6,598 shares. No shares were sold in the open market.

(3) This transaction reflects the exercise of options resulting in the acquisition of 196,098 shares. No shares were sold in the open market.

(4) This transaction reflects the exercise of options resulting in the acquisition of 90,922 shares. No shares were sold in the open market.

(5) This transaction reflects the exercise of options resulting in the acquisition of 39,183 shares. No shares were sold in the open market.

(6) This transaction reflects the exercise of options resulting in the acquisition of 39,273 shares. No shares were sold in the open market.

(7) This transaction reflects the exercise of options resulting in the acquisition of 153,973 shares. No shares were sold in the open market.

(8) This transaction reflects the exercise of options resulting in the acquisition of 36,854 shares. No shares were sold in the open market.

(9) This transaction reflects the exercise of options resulting in the acquisition of 23,654 shares. No shares were sold in the open market.

(10) Reporting person's spouse serves as a trustee. The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(11) Grant is fully exercisable.

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