INCYTE CORP Form 4 December 31, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hoppenot Herve

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

1801 AUGUSTINE CUT-OFF

INCYTE CORP [INCY]

(Check all applicable)

(First) (Middle) (Last)

(State)

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

X Director 10% Owner _X__ Officer (give title __X__ Other (specify

12/31/2015

below) Chairman / CEO / President

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

(Zip)

Applicable Line)

Filed(Month/Day/Year)

F

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

WILMINGTON, DE 19803

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) (Instr. 3) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned Reported

7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial Direct (D) Ownership Following or Indirect (Instr. 4)

(Instr. 4)

(A) or Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Code V 32,297 \$ D

 $349,761 \frac{(3)}{}$ D

Common Stock

(City)

12/31/2015

109.11

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(1)(2)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Numb	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
FS	Director	10% Owner	Officer	Other				
Hoppenot Herve								
1801 AUGUSTINE CUT-OFF	X		Chairman / CEO	President				
WILMINGTON, DE 19803								

Signatures

/s/ David W. Gryska, Attorney-In-Fact

**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) Represents shares withheld by Incyte Corporation to satisfy tax withholding requirements due at settlement of restricted stock units previously reported in Table I as common stock.
- (2) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by reporting person.
- Includes the following restricted stock units ("RSUs")that have been previously reported: 12,592 granted on January 8, 2015 that vest in full on January 8, 2018, and 266,667 that vest in four equal annual installments over the period ending December 31, 2019, subject in each case to Mr. Hoppenot's continued service with the Issuer through the applicable vesting dates. Vested RSUs will be settled in shares of common stock on a one-for-one basis.

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.

Reporting Owners 2