

CELGENE CORP /DE/
Form 4
August 21, 2013

FORM 4

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

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).

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

(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)
08/20/2013

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) ___ Other (specify below)
see remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock | 08/20/2013 | | M | | 1,823 A \$ 54.85 | 6,030 | D |
| Common Stock | 08/20/2013 | | M | | 5,166 A \$ 58.04 | 11,196 | D |
| Common Stock | 08/20/2013 | | M | | 1,878 A \$ 49.61 | 13,074 | D |
| Common Stock | 08/20/2013 | | M | | 111 A \$ 62.42 | 13,185 | D |
| Common Stock | 08/20/2013 | | M | | 1,376 A \$ 50.36 | 14,561 | D |

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| | | | | | | | | |
|--------------|------------|---|-----|---|----------|--------|---|-------------|
| Common Stock | 08/20/2013 | M | 788 | A | \$ 39.01 | 15,349 | D | |
| Common Stock | | | | | | 1,395 | I | 401(k) Plan |

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

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(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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Stock Option (right to buy) | \$ 54.85 | 08/20/2013 | | M | 1,823 | <u>(1)</u> 01/09/2017 | Common Stock | 1,823 |
| Stock Option (right to buy) | \$ 58.04 | 08/20/2013 | | M | 5,166 | <u>(1)</u> 04/10/2017 | Common Stock | 5,166 |
| Stock Option (right to buy) | \$ 49.61 | 08/20/2013 | | M | 1,878 | <u>(1)</u> 01/08/2018 | Common Stock | 1,878 |
| Stock Option (right to buy) | \$ 62.42 | 08/20/2013 | | M | 111 | <u>(1)</u> 04/08/2018 | Common Stock | 111 |
| Stock Option (right to buy) | \$ 50.36 | 08/20/2013 | | M | 1,376 | <u>(1)</u> 01/13/2019 | Common Stock | 1,376 |
| | \$ 39.01 | 08/20/2013 | | M | 788 | <u>(1)</u> 04/14/2019 | | 788 |

Stock
Option
(right to
buy)

Common
Stock

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, 08/21/2013
 Attorney-in-Fact Date

**Signature of Reporting Person

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 option was fully exercisable.
- (2) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as amended).

Remarks:

Executive Vice President and President, Research & 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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