

INCYTE CORP
Form 4
February 18, 2014

FORM 4

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

OMB APPROVAL

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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 *
Levy Richard S

(Last) (First) (Middle)

EXPERIMENTAL
STATION, ROUTE 141 AND
HENRY CLAY RD

(Street)

WILMINGTON, DE 19880

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2014

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)
EVP, Chief Drug Dev&Medical Of

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	Price	
Common Stock	02/13/2014		M		33,055	\$ 11.98	A 37,356 D
Common Stock	02/13/2014		M		61,096	\$ 3.11	A 98,452 D
Common Stock	02/13/2014		M		47,913	\$ 9.41	A 146,365 D
Common Stock	02/13/2014		M		25,862	\$ 11.98	A 172,227 D
Common Stock	02/13/2014		M		12,300	\$ 9.41	A 184,527 D

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Common Stock	02/13/2014	M	9,138	A	\$ 11.98	193,665	D
Common Stock	02/13/2014	M	1,945	A	\$ 11.98	195,610	D
Common Stock	02/13/2014	S	191,309	D	\$ 66.38 <u>(2) (3)</u>	4,301	D
Common Stock	02/14/2014	M	24,787	A	\$ 9.41	29,088	D
Common Stock	02/14/2014	M	14,583	A	\$ 13.34	43,671	D
Common Stock	02/14/2014	M	417	A	\$ 13.34	44,088	D
Common Stock	02/14/2014	S	39,787	D	\$ 66.13 <u>(3) (4)</u>	4,301	D

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 11.98	02/13/2014		M	33,055	<u>(1)</u>	02/07/2015	Common Stock	33,055
Non-Qualified Stock Option (right to buy)	\$ 3.11	02/13/2014		M	61,096	<u>(5)</u>	01/26/2016	Common Stock	61,096
Non-Qualified Stock Option (right to buy)	\$ 9.41	02/13/2014		M	47,913	<u>(6)</u>	01/20/2017	Common Stock	47,913

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- (4) Represents weighted average sale price. Actual sales prices ranged from \$65.50-\$66.56.
- (5) Beginning January 27, 2009, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (6) Beginning January 21, 2010, 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 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.

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