

ROBB WALTER L
Form 4
July 30, 2008

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 *
ROBB WALTER L

2. Issuer Name and Ticker or Trading Symbol
CELGENE CORP /DE/ [CELG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/28/2008

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

C/O CELGENE CORPORATION, 86 MORRIS AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SUMMIT, NJ 07901

(City) (State) (Zip)

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|-------------------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 07/28/2008 | | M | | 50,000 | A | \$ 8.405 | 62,648 | D | |
| Common Stock | 07/28/2008 | | S | | 50,000 | D | \$ 74.2549 | 12,648 | D | |
| Common Stock | 07/28/2008 | | G ⁽¹⁾ | V | 49,500 | D | \$ 0 | 500 | I | By Vantage Holdings, LP |
| Common Stock | 07/29/2008 | | S ⁽²⁾ | | 500 | D | \$ 73.5224 | 0 | I | By Vantage |

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- (2) Vantage sold 50,000 shares of common stock of Celgene Corporation. After the sale, Vantage does not own any shares of common stock of Celgene Corporation.
- (3) Option was fully exercisable.
- (4) Option granted pursuant to the Company's 1995 Non-Employee Directors' Incentive Plan.

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