

CELGENE CORP /DE/
Form 4
May 01, 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 *
CASEY MICHAEL D

(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)
04/29/2013

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 04/29/2013 | | M | 5,706 A \$ 11.2075 | 5,706 | D | |
| Common Stock | 04/29/2013 | | G | V <u>5,706</u> ₍₁₎ D \$ 0 | 0 | D | |
| Common Stock | 04/29/2013 | | S | 5,706 D \$ <u>120.1056</u> ₍₂₎ | 19,458 | I ⁽³⁾ | By family trust |
| Common Stock | 04/30/2013 | | M | 9,294 A \$ 11.2075 | 9,294 | D | |
| | 04/30/2013 | | G | V D \$ 0 | 0 | D | |

| | | | | | | | | | |
|--------------|------------|--|---|------------|---|-------------|--------|--------------|-----------------|
| Common Stock | | | | 9,294 | | | | | |
| | | | | <u>(1)</u> | | | | | |
| Common Stock | 04/30/2013 | | S | 9,294 | D | \$ 118,0712 | 19,458 | I <u>(3)</u> | By family trust |
| | | | | | | <u>(4)</u> | | | |

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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 11.2075 | 04/29/2013 | | M | 5,706 | <u>(5)</u> 12/15/2013 | Common Stock | 5,706 |
| Stock Option (right to buy) | \$ 11.2075 | 04/30/2013 | | M | 9,294 | <u>(5)</u> 12/15/2013 | Common Stock | 9,294 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CASEY MICHAEL D C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901 | X | | | |

Signatures

/s/Robert J Hugin _____ Robert J Hugin,
Attorney-in-Fact

05/01/2013

__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 transfer of shares to the reporting person's family trust. The reporting person is a trustee of the trust and the beneficiaries of the trust are members of the reporting person's immediate family.

The price reported in Column 4 is a weighted average price. These shares were sold by the reporting person's family trust in multiple transactions at prices ranging from \$120.00 to \$120.3550, inclusive. The reporting person undertakes to provide to Celgene Corporation (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (4) to this Form 4.
- (2) The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold by the reporting person's family trust in multiple transactions at prices ranging from \$118.00 to 118.26, inclusive.
- (4) Option is fully exercisable.
- (5) The option was issued pursuant to the Company's 1995 Non-Employee Director's Incentive Plan.

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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