CELGENE CORP /DE/
Form 4
November 15, 2016

FORM 4

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

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
PEHL MICHAEL F.

(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)
11/10/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
See remarks

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

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	11/10/2016		M		938	A	$ 36.36	2,566	D	
Common Stock	11/10/2016		M		781	A	$ 114.08	3,347	D	
Common Stock	11/10/2016		M		1,668	A	$ 34.7	5,015	D	
Common Stock	11/10/2016		M		1,668	A	$ 36.68	6,683	D	
Common Stock	11/10/2016		M		1,668	A	$ 49.48	8,351	D	

Common Stock	11/10/2016		M	1,876	A	$ 59.24	10,227	D
Common Stock	11/10/2016		M	1,876	A	$ 71.33	12,103	D
Common Stock	11/10/2016		M	1,876	A	$ 78.12	13,979	D
Common Stock	11/10/2016		M	1,874	A	$ 74.3	15,853	D
Common Stock	11/10/2016		M	1,250	A	$ 87.64	17,103	D
Common Stock	11/10/2016		M	625	A	$ 103.1	17,728	D
Common Stock	11/10/2016		M	1,250	A	$ 117.18	18,978	D
Common Stock	11/10/2016		M	625	A	$ 118.57	19,603	D
Common Stock	11/10/2016		M	781	A	$ 109.9	20,384	D
Common Stock	11/10/2016		M	1,668	A	$ 36.47	22,052	D
Common Stock	11/10/2016		S	20,424	D	$ 121.03 (1)	1,628	D
Common Stock	11/10/2016		S	1,628	D	$ 121.15	0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. D Der Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or	

									Number of Shares	
Stock Option (right to buy)	$ 36.36	11/10/2016		M	938	(2)	01/30/2022	Common Stock	938	$
Stock Option (right to buy)	$ 114.08	11/10/2016		M	781	(2)	11/09/2025	Common Stock	781	$
Stock Option (right to buy)	$ 34.7	11/10/2016		M	1,668	(2)	07/30/2022	Common Stock	1,668	$
Stock Option (right to buy)	$ 36.68	11/10/2016		M	1,668	(2)	10/31/2022	Common Stock	1,668	$
Stock Option (right to buy)	$ 49.48	11/10/2016		M	1,668	(2)	01/28/2023	Common Stock	1,668	$
Stock Option (right to buy)	$ 59.24	11/10/2016		M	1,876	(2)	04/29/2023	Common Stock	1,876	$
Stock Option (right to buy)	$ 71.33	11/10/2016		M	1,876	(2)	07/29/2023	Common Stock	1,876	$
Stock Option (right to buy)	$ 78.12	11/10/2016		M	1,876	(2)	10/28/2023	Common Stock	1,876	$
Stock Option (right to buy)	$ 74.3	11/10/2016		M	1,874	(2)	02/03/2024	Common Stock	1,874	$
Stock Option (right to buy)	$ 87.64	11/10/2016		M	1,250	(2)	07/28/2024	Common Stock	1,250	$
Stock Option (right to	$ 103.1	11/10/2016		M	625	(2)	10/27/2024	Common Stock	625	$

buy)										
Stock Option (right to buy)	$ 117.18	11/10/2016		M	1,250	(2)	12/19/2024	Common Stock	1,250	$
Stock Option (right to buy)	$ 118.57	11/10/2016		M	625	(2)	02/02/2025	Common Stock	625	$
Stock Option (right to buy)	$ 109.9	11/10/2016		M	781	(2)	05/04/2025	Common Stock	781	$
Stock Option (right to buy)	$ 36.47	11/10/2016		M	1,668	(2)	04/30/2022	Common Stock	1,668	$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEHL MICHAEL F. C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901				See remarks

Signatures

/s/ Peter N. Kellogg

_____ Peter N. Kellogg, Attorney-in-Fact — 11/14/2016

**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) The price reported in Column 4 is a weighted average price. These shares were sold by the reporting person in multiple transactions at prices ranging from $120.99 to $121.22, 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 this footnote (1).

(2) The option was fully exercisable.

(3) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as Amended and Restated on April 15, 2015).

Remarks:

President Hematology & Oncology

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.

Explanation of Responses: