

CELGENE CORP /DE/
Form 424B3
August 10, 2006

This Prospectus Supplement filed pursuant to Rule 424(b)(3)

Registration No. 333-107977

PROSPECTUS SUPPLEMENT

This is a Supplement, dated August 9, 2006, to the Prospectus (the "Prospectus") which forms a part of the Post-Effective Amendment No. 1 to the Form S-3 Registration Statement (No. 333-107977) filed on November 14, 2003 (the "Registration Statement") on behalf of Celgene Corporation (the "Company").

The Company originally issued the notes to which this Prospectus Supplement relates in a private placement in June 2003. The notes were sold by the initial purchaser of the notes in a transaction exempt from the registration requirements of the Securities Act to persons reasonably believed by the initial purchaser to be qualified institutional buyers as defined by Rule 144A under the Securities Act.

The following table sets forth as of the date of this Supplement information with respect to the selling securityholders and the principal amount of notes beneficially owned by each selling securityholder that may be offered pursuant to the Prospectus. The information contained in this Supplement is based on information provided to the Company by or on behalf of the selling securityholders. The selling securityholders may offer all, some or none of the notes or the common stock into which the notes are convertible. Because the selling securityholders may offer all or some portion of the notes or the common stock, the Company cannot estimate the amount of the notes or the common stock that will be held by the selling securityholders upon termination of any of these sales. In addition, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes, or acquired additional notes, since the date on which the Company was provided with the information regarding their notes (as described above) in transactions exempt from the registration requirements of the Securities Act. Accordingly, the information provided here for any particular securityholder may understate or overstate, as the case may be, such securityholder's current ownership. The aggregate principal amount of notes outstanding as of the date of this Supplement is \$400,000,000, which is the aggregate principal amount of notes registered pursuant to the Registration Statement of which this Prospectus is a part. The percentage of notes outstanding beneficially owned by each selling securityholder is based on \$400,000,000 aggregate principal amount of notes outstanding.

The number of shares of common stock issuable upon conversion of the notes shown in the table below assumes conversion of the full amount of notes held by each selling securityholder at the current conversion rate of 82.5592 shares per \$1,000 principal amount of notes and a cash payment in lieu of any fractional shares. No selling securityholder named in the table below beneficially owns one percent or more of our common stock, based on 350,742,466 shares of common stock outstanding on August 4, 2006.

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Name	Owned and Offered Hereby (1)	Percentage of Notes Outstanding	Prior to the Offering (2)
1976 Distribution Trust FBO A.R. Lauder/Zinterhofer	\$7,000	*	
2000 Revocable Trust FBO A.R. Lauder/Zinterhofer	\$7,000	*	
Advent Convertible Master (Cayman) L.P.	\$60,000	*	4
AIG DKR SoundShore Strategic Holding Fund Ltd.	\$3,000,000	*	247
AIG/National Union Fire Insurance	\$145,000	*	11
Akanthos Arbitrage Master Fund LP	\$7,500,000	1.88%	619
Akela Capital Master Fund, Ltd.	\$8,500,000	2.13%	701
Alcon Laboratories	\$371,000	*	30
Alexandra Global Master Fund Ltd.	\$15,000,000	3.75%	1,238
Alexian Brothers Medical Center	\$165,000	*	13
Allentown City Police Pension Plan	\$31	*	
Aloha Airlines Non-Pilots Pension Trust	\$100,000	*	8
Aloha Pilots Retirement Trust	\$50,000	*	4
Alpha US Sub Fund 4 LLC	\$278,000	*	22
Andraos, Georges and/or Gabriel and/or Maya	\$100,000	*	8
AQR Capital Management, LLC	\$500,000	*	41
Arapahoe County Colorado	\$46,000	*	3
Arbco Associates, L.P.	\$450,000	*	37
Arbitrex Master Fund, L.P.	\$5,000,000	1.25%	412
Arkansas PERS	\$325,000	*	26
Arkansas Teachers Retirement	\$3,905,000	*	322
Arlington County Employees Retirement System	\$644,000	*	53
Asante Health Systems	\$96,000	*	7
Associated Electric & Gas Insurance Services, Ltd.	\$500,000	*	41
Attorney's Title Insurance Fund	\$70,000	*	5
Aviator Fund Management, L.P.	\$4,500,000	1.13%	371
Baptist Health of South Florida	\$540,000	*	44
Barclays Global Investors EquityHedge Fund I	\$15,000	*	1
BNP Paribas Arbitrage	\$7,500,000	1.88%	619
Boilermakers Blacksmith Pension Trust	\$1,265,000	*	104

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Name	Principal Amount of Notes Beneficially Owned and Offered Hereby (1)	Percentage of Notes Outstanding	Common Stock Owned Prior to the Offering (2)
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BP Amoco Corporation Master Trust for Employee Pension Plans	\$8,330,000	2.08%	687
BP Amoco PLC Master Trust	\$697,000	*	57
British Virgin Islands Social Security Board	\$84,000	*	6
C&H Sugar Company Inc.	\$125,000	*	10
Calamos(R) Market Neutral Fund--Calamos(R) Investment Trust	\$7,600,000	1.90%	627
Canyon Capital Arbitrage Master Fund, Ltd.	\$3,000,000	*	247
Canyon Value Realization Fund, L.P.	\$1,500,000	*	123
Canyon Value Realization Fund (Cayman), Ltd.	\$4,100,000	1.03%	338
Canyon Value Realization MAC 18, Ltd. (RMF)	\$600,000	*	49
Castle Convertible Fund, Inc.	\$250,000	*	20
Celebrity IAM Ltd.	\$10,200,000	2.55%	842
Century Park Trust	\$2,500,000	*	206
Chrysler Corporation Master Retirement Trust	\$845,000	*	69
Citadel Equity Fund Ltd.	\$6,125,000	1.53%	505
Citadel Jackson Investment Fund Ltd.	\$875,000	*	72
Citigroup Global Markets Inc.	\$1,000,000	*	82
City and County of San Francisco Retirement System	\$1,422,000	*	117
City of New Orleans	\$195,000	*	16
City University of New York	\$145,000	*	11
Clinton Multistrategy Master Fund, Ltd.	\$18,775,000	4.69%	1,550
Clinton Riverside Convertible Portfolio Limited	\$18,855,000	4.71%	1,556
CNH CA Master Account L.P. (3)	\$500,000	*	41
Consulting Group Capital Markets Funds	\$900,000	*	74
Context Convertible Arbitrage Fund, L.P.	\$1,415,000	*	116
Context Convertible Arbitrage Offshore, Ltd.	\$2,335,000	*	192
Continental Casualty Company	\$2,085,000	*	172
Convertible Securities Fund	\$30,000	*	2
Credit Suisse First Boston LLC	\$18,850,000	4.71%	1,556
DBAG London	\$17,800,000	4.45%	1,469
Deam Convertible Arbitrage	\$1,000,000	*	82
DeepRock & Co.	\$1,000,000	*	82
Delaware PERS	\$465,000	*	38

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Delaware Public Employees Retirement System	\$1,492,000	*	123
Delta Airlines Master Trust	\$575,000	*	47
Delta AirLines Master Trust--CV	\$490,000	*	4
Delta Pilots Disability & Survivorship Trust--CV	\$240,000	*	19
Descartes Offshore Ltd.	\$6,500,000	1.63%	536
Descartes Partners L.P.	\$4,800,000	1.20%	396
Deutsche Bank Securities	\$7,500,000	1.88%	619
DKR SoundShore Opportunity Holding Fund Ltd.	\$1,500,000	*	123
DKR Saturn Event Driven Holding Fund Ltd.	\$2,500,000	*	206
DKR Saturn Holding Fund Ltd.	\$2,500,000	*	206
Drury University	\$20,000	*	1
Duke Endowment	\$275,000	*	22
Engineers Joint Pension Fund	\$360,000	*	29
Excelsior Master Fund L.P.	\$1,500,000	*	123
FA Convertible Arbitrage Ltd.	\$85,000	*	7
Farbitrage Partners	\$600,000	*	49
Fidelity Financial Trust: Fidelity Convertible Securities Fund	\$2,000,000	*	165
Fidelity Puritan Trust: Fidelity Balanced Trust	\$3,700,000	*	305
Fore Convertible Masterfund Ltd.	\$2,000,000	*	165
Froley Revy Investment Convertible Security Fund	\$50,000	*	4
FrontPoint Convertible Arbitrage Fund, L.P.	\$2,000,000	*	165
General Motors Welfare Benefit Trust	\$2,000,000	*	165
GLG Market Neutral Fund	\$30,000,000	7.50%	2,476
Goldman Sachs & Company	\$1,600,000	*	132
Grace Convertible Artitrage Fund, Ltd.	\$5,500,000	1.38%	454
Grady Hospital Foundation	\$82,000	*	6
Hawaiian Airlines Employees Pension Plan--IAM	\$30,000	*	2
Hawaiian Airlines Pension Plan for Salaried Employees	\$5,000	*	
Hawaiian Airlines Pilots Retirement Plan	\$85,000	*	7
HFR Arbitrage Fund	\$417,000	*	34
HFR CA Select Fund	\$1,600,000	*	132
HFR Global Master Trust	\$226,000	*	18
Hillbloom Foundation	\$40,000	*	3

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Name	Principal Amount of Notes Beneficially Owned and Offered Hereby (1)	Percentage of Notes Outstanding	Common Stock Ow Prior to the Offering (2)
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Hotel Union & Hotel Industry of Hawaii Pension Plan	\$263,000	*	21
Hourglass Master Fund, Ltd.	\$10,350,000	2.59%	854
HRF RV Performance Master Trust	\$100,000	*	8
ICI American Holdings Trust	\$105,000	*	8
Independence Blue Cross	\$329,000	*	27
Innovest Finanzdienstle	\$1,000,000	*	82
Institutional Benchmarks Master Fund Ltd. (f/k/a Zurich Institutional Benchmarks Master Fund Ltd.)	\$1,555,000	*	128
J.P. Morgan Securities Inc.	\$18,500,000	4.63%	1,527
Jefferies & Company Inc.	\$20,000	*	1
John Deere Pension Trust	\$1,000,000	*	82
Kayne Anderson Capital Income Partners, L.P.	\$1,300,000	*	107
Kayne Anderson Income Partners, LP	\$50,000	*	4
KBC Financial Products (Cayman Islands) Limited	\$15,000,000	3.75%	1,238
KBC Financial Products USA Inc.	\$4,500,000	1.13%	371
Laurel Ridge Capital, LP	\$5,000,000	1.25%	412
LDG Limited	\$128,000	*	10
Lexington Vantage Fund	\$32,000	*	2
Lyxor	\$750,000	*	61
Man Convertible Bond Master Fund, Inc.	\$6,827,000	1.71%	563
McMahan Securities Co. L.P.	\$1,120,000	*	92
Meadow IAM Limited	\$1,120,000	*	92
Merril Lynch Insurance Group	\$307,000	*	25
Microsoft Corp.	\$670,000	*	55
Morgan Stanley & Co. Incorporated	\$7,807,000	1.95%	644
Motion Picture Industry Health Plan--Active Member Fund	\$100,000	*	8
Motion Picture Industry Health Plan--Retiree Member Fund	\$50,000	*	4
Municipal Employees	\$247,000	*	20
National Bank of Canada	\$1,250,000	*	103
Nations Convertible Securities Fund	\$3,970,000	*	327
New Orleans Firefighters Pension/Relief Fund	\$113,000	*	9
Nicholas Applegate Capital Management Convertible Mutual Fund	\$655,000	*	54
Nomura Securities Intl Inc.	\$5,000,000	1.25%	412

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Name	Principal Amount of Notes Beneficially Owned and Offered Hereby (1)	Percentage of Notes Outstanding	Common Stock Owed Prior to the Offering (2)
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Nuveen Preferred & Convertible Income Fund	\$2,065,000	*	170
Occidental Petroleum Corporation	\$261,000	*	21
OCM Convertible Trust	\$600,000	*	49
Ohio Bureau of Workers Compensation	\$93,000	*	7
Oppenheimer Convertible Securities Fund	\$2,500,000	*	206
Partner Reinsurance Company Ltd.	\$290,000	*	23
Peoples Benefit Life Insurance Company TEAMSTERS	\$4,000,000	1.00%	330
Pioneer High Yield Fund	\$13,500,000	3.38%	1,114
Pioneer U.S. High Yield Corp. Bond Sub Fund	\$1,500,000	*	123
Policemen and Firemen Retirement System of the City of Detroit	\$352,000	*	29
Privilege Portfolio Sicay	\$4,000,000	1.00%	330
Pro-Mutual	\$842,000	*	69
PRS Convertible Arbitrage Master Fund	\$1,600,000	*	132
Prudential Insurance Company of America	\$30,000	*	2
PSAM Allegro Partners LP	\$272,000	*	22
PSAM GPS Fund Ltd.	\$134,000	*	11
PSAM Panorama Fund Ltd.	\$1,025,000	*	84
PSAM World Arb Fund Ltd.	\$173,000	*	14
Putnam Convertible Income-Growth Trust	\$7,900,000	1.98%	652
Quest Global Convertible Master Fund Ltd.	\$500,000	*	41
Qwest Occupational Health Trust	\$115,000	*	9
Ram Trading Ltd.	\$4,000,000	1.00%	330
Relay 3 Asset Holding Co. Limited	\$16,000	*	1
Retail Clerks Pension Trust #2	\$1,000,000	*	82
Ritchie Beech Trading, Ltd.	\$620,000	*	51
Sagamore Hill Hob Fund Ltd.	\$5,000,000	1.25%	412
Salomon Brothers Asset Management, Inc.	\$5,500,000	1.38%	454
San Diego City Retirement	\$785,000	*	64
San Diego County Convertibles	\$1,660,000	*	137
San Diego County Employee Retirement Association	\$2,000,000	*	165
Scorpion Offshore Investment Fund, Ltd.	\$90,000	*	7
Silverback Master, Ltd.	\$15,000,000	3.75%	1,238

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Name	Principal Amount of Notes Beneficially Owned and Offered Hereby (1)	Percentage of Notes Outstanding	Common Stock Owed Prior to the Offering (2)
Southern Farm Bureau Life Insurance	\$745,000	*	61
SP Holdings Ltd.	\$49,000	*	4
Spartan Partners LP	\$351,000	*	28

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Sphinx Convertible Arb Fund SPC	\$389,000	*	32
Sphinx Fund	\$78,000	*	6
SSI Blended Market Neutral L.P.	\$505,000	*	41
SSI Hedged Convertible Market Neutral L.P.	\$561,000	*	46
St. Albans Partners Ltd.	\$3,000,000	*	247
St. Thomas Trading, Inc.	\$10,483,000	2.62%	865
Standard Global Equity Partners II, L.P.	\$15,000	*	1
Standard Global Equity Partners SA, L.P.	\$148,000	*	12
Standard Global Equity Partners, L.P.	\$386,000	*	31
Standard Pacific Capital Offshore Fund, Ltd.	\$1,218,000	*	100
Standard Pacific MAC 16, Ltd.	\$63,000	*	5
State Employees' Retirement Fund of the State of Delaware	\$550,000	*	45
State of Maryland Agency	\$3,050	*	
State of Maryland Retirement Agency	\$3,497,000	*	288
State of Oregon/Equity	\$1,475,000	*	121
State of Oregon/SAIF Corporation	\$2,925,000	*	241
Syngenta AG	\$80,000	*	6
Tag Associates	\$60,000	*	4
TD Securities (USA) Inc.	\$2,000,000	*	165
Tewksbury Investment Fund Ltd.	\$200,000	*	16
The Grable Foundation	\$79,000	*	6
TQA Master Fund, Ltd.	\$1,254,000	*	103
TQA Master Plus Fund, Ltd.	\$1,907,000	*	157
Trustmark Insurance	\$226,000	*	18
UBS O'Connor LLC f/b/o O'Connor Global Convertible Arbitrage Master Ltd.	\$7,000,000	1.75%	577
US Bancorp Piper Jaffray	\$4,000,000	1.00%	330
US Bank FBO Benedictine Health Systems	\$155,000	*	12
Value Line Convertible Fund Inc.	\$200,000	*	16
Vanguard Convertible Securities Fund, Inc.	\$4,850,000	1.21%	400
Viacom Inc. Pension Plan Master Trust	\$24,000	*	1

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Name	Principal Amount of Notes Beneficially Owned and Offered Hereby (1)	Percentage of Notes Outstanding	Common Stock Ow Prior to the Offering (2)
Wachovia Bank National Association	\$45,860,000	11.47%	3,786
Wachovia Capital Markets LLC	\$6,000,000	1.50%	495
Wachovia Securities, International Ltd.	\$8,000,000	2.00%	660
Wake Forest University	\$440,000	*	36

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Waterstone Market Neutral Fund, LP	\$830,000	*	68
Waterstone Market Neutral Offshore Fund, Ltd.	\$4,170,000	1.04%	344
Westbay International Corp.	\$205,000	*	16
Wolverine Asset Management, LLC	\$4,775,000	1.19%	394
WPG Convertible Arbitrage Overseas Master Fund	\$1,200,000	*	99
Wyoming State Treasurer	\$850,000	*	70
Xavex Risk Arbitrage 5 Fund	\$114,000	*	9
Xavex Convertible Arbitrage 7 Fund	\$308,000	*	25
Xavex Convertible Arbitrage 8 Fund	\$400,000	*	33
Yield Strategies Fund I, L.P.	\$1,000,000	*	82
Yield Strategies Fund II, L.P.	\$1,000,000	*	82
Zazove Convertible Arbitrage Fund, L.P.	\$5,550,000	1.39%	458
Zazove Hedged Convertible Fund, L.P.	\$4,600,000	1.15%	379
Zazove Income Fund, L.P.	\$2,000,000	*	165
Zeneca Holdings Trust	\$115,000	*	9

 * Represents less than 1%

- (1) Selling securityholders may have sold, transferred or otherwise disposed of all or a portion of their notes, or acquired additional notes, since the date on which the Company was provided with the information regarding their notes (as described above) in transactions exempt from the registration requirements of the Securities Act. Accordingly, the information provided here for any particular securityholder may understate or overstate, as the case may be, such securityholder's current ownership. The aggregate principal amount of notes outstanding as of the date of this Supplement is \$400,000,000, which is the aggregate principal amount of notes registered pursuant to the Registration Statement of which this Prospectus is a part.
- (2) Includes shares of common stock issuable upon conversion of the notes. Number of shares of common stock reflects the 2 for 1 stock split that became effective on October 22, 2004, and the 2 for 1 stock split that became effective on February 17, 2006.
- (3) Represents new selling securityholder.

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None of the selling securityholders or any of their affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with the Company within the past three years.

The initial purchaser purchased all of the notes from the Company in a private transaction in June 2003. All of the notes were "restricted securities" under the Securities Act prior to this registration. The selling securityholders have represented to the Company that they purchased the notes for their own account for investment only and not with a view toward selling or distributing them, except pursuant to sales registered under the Securities Act or exempt from such registration.

Information concerning the securityholders may change from time to time and any changed information will be set forth in supplements to the Prospectus if and when necessary. In addition, the number of shares of common stock issuable upon

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conversion of the notes is subject to adjustment under certain circumstances. Accordingly, the number of shares of common stock into which the notes are convertible may increase or decrease.