## Edgar Filing: INCYTE CORP - Form 4

| INCYTE C   | ORP                                     |               |          |  |                           |  |   |  |   |  |  |
|--|---|---------------|----------|--|---------------------------|--|---|--|---|--|--|
| Form 4   | 00                                      |               |          |  |                           |  |   |  |   |  |  |
| May 22, 20   | ЛЛ                                      |               |          |  |                           |  |   |  | PPROVAL   |  |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 |   |               |          |  |                           |  |   | N OMB<br>Number:   | 3235-0287   |  |  |
| Check this box   |   |               |          |  |                           |  |   | Expires:   | January 31,<br>2005   |  |  |
| if no longer<br>subject to<br>Section 16.<br>Form 4 or                         |   |               |          |  |                           |  | WNERSHIP OF   | Estimated average<br>burden hours per<br>response                    |   |  |  |
| Form 5<br>obligation<br>may cor<br><i>See</i> Inst<br>1(b).                    | ons Section 17(                         | a) of the I   | Public U | Jtility Hol  | ding Cor                  |  | nge Act of 1934,<br>of 1935 or Secti<br>940   |  |   |  |  |
| (Print or Type   | Responses)                              |               |          |  |                           |  |   |  |   |  |  |
| DE SCHUTTER RICHARD U Sy   |   |               |          | er Name <b>an</b> o                                |                           | Trading  | 5. Relationship of Reporting Person(s) to Issuer                                    |  |   |  |  |
| (Last)   | (First) (I                              | Middle)       |          | INCYTE CORP [INCY] 3. Date of Earliest Transaction |                           |  | (Check all applicable)  |  |   |  |  |
| (Mor   |   |               |          | Month/Day/Year)<br>)5/22/2008                      |                           |  | X_ Director 10% Owner<br>Officer (give titleX_ Other (specify<br>below)<br>Chairman |  |   |  |  |
| (Street) 4. If Amendment, Date<br>Filed(Month/Day/Year)                        |   |               |          |  | -                         |  |   |  |   |  |  |
|  |   |               |          |  |                           |  |   | More than One Reporting  |   |  |  |
| (City)   | (State)                                 | (Zip)         | Tab      | ole I - Non-l                                      | Derivative                | Securities A   | cquired, Disposed   | of, or Beneficia   | lly Owned   |  |  |
| 1.Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | Execution any | Date, if | 3.<br>Transactio<br>Code<br>(Instr. 8)<br>Code V   | Disposed<br>(Instr. 3, 4  | (A) or<br>of (D)   | Securities<br>Beneficially<br>Owned   | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
| Damin dam Da   |   | . f 1         |          |  |                           |  |   |  |   |  |  |
| Kenninder: Ke  | port on a separate line                 | for each ch   |          | unties bene.                                       | Perso<br>inform<br>requir | ns who res<br>nation cont<br>red to respo<br>ays a curre | spond to the colle<br>ained in this forn<br>ond unless the fo<br>ntly valid OMB co  | n are not<br>rm  | SEC 1474<br>(9-02)  |  |  |
|  | Tab                                     |               |          |  |                           | posed of, or<br>convertible s                            | Beneficially Owner<br>securities)   | d  |   |  |  |

| 1. Title of | 2.         | 3. Transaction Date | 3A. Deemed         | 4.        | 5. Number of | 6. Date Exercisable and | 7. Title and Ar |
|-------------|------------|---------------------|--------------------|-----------|--------------|-------------------------|-----------------|
| Derivative  | Conversion | (Month/Day/Year)    | Execution Date, if | Transacti | orDerivative | Expiration Date         | Underlying Se   |

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| Security<br>(Instr. 3)                           | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year  | )                  | (Instr. 3 and 4) |
|--|---|------------|-------------------------|--------------------|--|------------------|--------------------|------------------|
|  |   |            |                         | Code V             | (A) (D)  | Date Exercisable | Expiration<br>Date | Title 2          |
| Non-Qualified<br>Stock Options<br>(right to buy) | \$ 9.92   | 05/22/2008 |                         | А                  | 20,000   | 05/22/2009(1)    | 05/21/2018         | Common<br>Stock  |

## **Reporting Owners**

| Reporting Owner Name / Address   |           | Relationships |         |       |          |  |  |
|--|-----------|---------------|---------|-------|----------|--|--|
|  | Director  | 10% Owner     | Officer | Other |          |  |  |
| DE SCHUTTER RICHARD<br>EXPERIMENTAL STATIO<br>ROUTE 141 & HENRY CL<br>WILMINGTON, DE 19880 | N         | Х             |         |       | Chairman |  |  |
| Signatures   |           |               |         |       |          |  |  |
| /s/ Richard U.<br>DeSchutter   | 05/22/200 | 8             |         |       |          |  |  |
| <u>**</u> Signature of Reporting<br>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) This option vests in full on the first anniversary of the date of grant or, if earlier, the date of the next regular annual meeting of the Company's stockholders or upon change of control (as defined in option plan).

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.