

KARSEN PERRY A
Form 3
February 24, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â KARSEN PERRY A

(Last) (First) (Middle)

C/O CELGENE
CORPORATION,Â 86 MORRIS
AVENUE

(Street)

SUMMIT,Â NJÂ 07901

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/15/2012

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Chief Operations Officer

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 Beneficially Owned

1.Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

1,000

I

IRA Account

Common Stock

162

I

401(k) Plan

Common Stock

456

D

Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	25,000	\$ <u>(2)</u>	D	Â
Restricted Stock Units	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	10,000	\$ <u>(2)</u>	D	Â
Restricted Stock Units	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	7,777	\$ <u>(2)</u>	D	Â
Stock Options (right to buy)	Â <u>(5)</u>	08/02/2020	Common Stock	75,000	\$ 56.32	D	Â
Stock Options (right to buy)	Â <u>(6)</u>	08/02/2020	Common Stock	25,000	\$ 56.32	D	Â
Stock Options (right to buy)	Â <u>(7)</u>	12/27/2020	Common Stock	35,000	\$ 59.5	D	Â
Stock Options (right to buy)	Â <u>(8)</u>	12/27/2020	Common Stock	11,667	\$ 59.5	D	Â
Stock Options (right to buy)	Â <u>(9)</u>	01/31/2021	Common Stock	5,625	\$ 51.53	D	Â
Stock Options (right to buy)	Â <u>(10)</u>	01/31/2021	Common Stock	1,875	\$ 51.53	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KARSEN PERRY A C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT,Â NJÂ 07901	Â	Â	Â Chief Operations Officer	Â

Signatures

_____/s/Robert J. Hugin, Attorney-in-fact_____
Attorney-in-fact

Robert J. Hugin,

02/23/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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- (1) The restricted stock units vest on August 2, 2013. Shares of common stock will be released to the reporting person on the vesting date.
- (2) The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan. Each share of restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (3) The restricted stock units vest on November 1, 2013. Shares of common stock will be released to the reporting person on the vesting date.
- (4) The restricted stock units vest on December 27, 2013. Shares of common stock will be released to the reporting person on the vesting date.
- (5) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in three equal installments commencing on August 2, 2011.
- (6) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest on August 2, 2014.
- (7) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in three equal installments commencing on December 27, 2011.
- (8) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest on December 27, 2014.
- (9) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in three equal installments commencing on January 31, 2012.
- (10) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest on January 31, 2015.

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Remarks:

Exhibit-24

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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