CELGENE CORP /DE/

Form 4 June 17, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CASEY MICHAEL D Issuer Symbol CELGENE CORP /DE/ [CELG] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title _ Other (specify C/O CELGENE 06/13/2013 CORPORATION, 86 MORRIS **AVENUE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

SUMMIT, NJ 07901

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

(City)	(State) (2	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Securities TransactionAcquired (A) or			or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	,	any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
					(A) or		Reported Transaction(s) (Instr. 3 and 4)	(======================================	(======================================	
			Code V	Amount	(D)	Price	(mon. 5 and 1)			
Common Stock	06/13/2013		M	1,033	A	$ \begin{array}{c} \$ 0 \\ \underline{(1)} \end{array} $	1,033	D		
Common Stock	06/15/2013		M	1,033	A	\$ 0 (2)	2,066	D		
Common Stock	06/16/2013		M	685	A	\$ 0 (3)	2,751	D		
Common Stock							19,458	I	By family trust (4)	

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

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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. Transactic Code (Instr. 8)	5. Number on f 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. Pr Deriv Secu (Instr
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(1) (5) (6)	06/13/2013		M	1	1,033	<u>(1)</u>	<u>(1)</u>	Common Stock	1,033	\$ (
Restricted Stock Unit	(2) (5) (8)	06/15/2013		M	1	1,033	(2)	(2)	Common Stock	1,033	\$ (
Restricted Stock Unit	(3) (5)	06/16/2013		M		685	<u>(3)</u>	(3)	Common Stock	685	\$ (

Reporting Owners

Reporting Owner Name / Address	Kelationships						
	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

**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).
- One-third of the restricted stock units granted to the reporting person on June 13, 2012 vested and such vested portion of the restricted stock units settled for shares of the Company's common stock.

Reporting Owners 2

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- One-third of the restricted stock units granted to the reporting person on June 15, 2011 vested and such vested portion of the restricted stock units settled for shares of the Company's common stock.
- One-third of the restricted stock units granted to the reporting person on June 16, 2010 vested and such vested portion of the restricted stock units settled for shares of the Company's common stock.
- (4) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (5) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (6) The remainder portion of the restricted stock units will vest in two equal annual installments on June 13, 2014 and June 13, 2015. Vested shares will be delivered to the reporting person promptly after the vesting date.
- (7) The restricted stock units were issued pursuant to the Company's 2008 Incentive Plan.
- (8) The remainder portion of the restricted stock units will vest on June 15, 2014. Vested shares will be delivered to the reporting person promptly after the vesting date.

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.