

CELGENE CORP /DE/
Form 4
August 02, 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 Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KARSEN PERRY A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CELGENE CORPORATION, 86 MORRIS AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2013

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
see remarks

(Street)
SUMMIT, NJ 07901

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/02/2013 | | M | | 23,333 A \$ 59.5 | 23,789 | D |
| Common Stock | 08/02/2013 | | M | | 69,675 A \$ 56.32 | 93,464 | D |
| Common Stock | 08/02/2013 | | M | | 25,000 A \$ 0 ⁽¹⁾ | 118,464 | D |
| Common Stock | 08/02/2013 | | F | | 12,962 D \$ 147.35 | 105,502 | D |
| Common Stock | 08/02/2013 | | S | | 93,008 D \$ 146.5 ⁽²⁾ | 12,494 | D |

| | | | |
|--------------|-------|---|-------------|
| Common Stock | 1,000 | I | IRA Account |
| Common Stock | 614 | I | 401(k) Plan |

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

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Unit | <u>(1)</u> <u>(3)</u> | 08/02/2013 | | M | | 25,000 | <u>(1)</u> <u>(1)</u> | Common Stock | 25,000 |
| Stock Option (right to buy) | \$ 59.5 | 08/02/2013 | | M | | 23,333 | <u>(5)</u> 12/27/2020 | Common Stock | 23,333 |
| Stock Option (right to buy) | \$ 56.32 | 08/02/2013 | | M | | 69,675 | <u>(5)</u> 08/02/2020 | Common Stock | 69,675 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| KARSEN PERRY A C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901 | | | | see remarks |

Signatures

/s/Robert J Hugin _____ Robert J Hugin,
Attorney-in-Fact

08/02/2013

__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) All of the restricted stock units granted to the reporting person on August 2, 2010 vested and settled for shares of the Company's common stock.

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 \$145.63 to \$148.06, 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 footnote (1) to this Form 4.
 - (2) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
 - (3) The restricted stock units were issued pursuant to the Company's 2008 Incentive Plan (as amended).
 - (4) The option was fully exercisable.
 - (5) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as amended).

Remarks:

Executive Vice President and Chief Operations Officer

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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