CELGENE CORP /DE/

Form 4

February 14, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

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 Daniel Thomas O Issuer Symbol CELGENE CORP /DE/ [CELG] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O CELGENE 02/12/2014 below) **CORPORATION, 86 MORRIS** see remarks **AVENUE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

SUMMIT, NJ 07901

(State)

(Zip)

(City)

Table I Non Derivative Securities Acquired Disposed of an Paneficially On

()	(=)	Tabl	e I - Non-I	Jerivative	Secui	rities Acqu	irea, Disposea of	, or Beneficiall	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securi		*	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(Monda Day) Tear)	any (Month/Day/Year)	Code (Instr. 8)				Beneficially Owned Following Reported Transaction(s)	Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/12/2014		A	7,594 (1)	A	\$0	26,662	D	
Common Stock	02/12/2014		F	3,962	D	\$ 160.54	22,700	D	
Common Stock							1,395	I	401(k) Plan

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

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displays a currently valid OMB control number.

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)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(2)</u>	02/12/2014		A	7,594	(3)	(3)	Common Stock	7,594	<u>(1</u>

Reporting Owners

Reporting Owner Name / Address		Relation	onships		
	Director 10% Owner		Officer	Other	
Daniel Thomas O C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901			see remarks		
Signatures					
/s/Robert J Hugin Attorney-in-Fact	Robert	J Hugin,		02/14/2014	
**Signature of Repo	orting 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).
- The reporting person was awarded 15,188 shares of common stock pursuant to the 2011-2013 Long Term Incentive Plan under the Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013). The reporting person deferred the receipt of 7,594 shares of common stock and received instead 7,594 shares of phantom stock pursuant to the Celgene Corporation 2005 Deferred
- of 7,594 shares of common stock and received instead 7,594 shares of phantom stock pursuant to the Celgene Corporation 2005 Deferred Compensation Plan.
- (2) Each share of phantom stock represents a right to receive one share of common stock.
- (3) The phantom stock becomes payable six months following the reporting person's termination of employment with Celgene Corporation.

Remarks:

Executive Vice President and President, Research & Early Development

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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