Edgar Filing: ROBB WALTER L - Form 4

ROBB WA Form 4	LTER L										
December 1	6, 2004										
FORM		статес	SECU	DITIES A	ND EV	CHANCE	COMMISSIO	NT.	PPROVAL		
	UNITED	SIAIES		shington				Number:	3235-0287		
Check the check	nger STATEN	AENT OF	T CHAN	NGES IN	Expires:	January 31, 2005					
subject Section Form 4 Form 5	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934,					Estimated burden hou response	urs per				
obligation may cor <i>See</i> Inst 1(b).	ons Section 17(a) of the I	Public U	Itility Hol	ding Cor		of 1935 or Secti				
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> ROBB WALTER L			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			CELGENE CORP /DE/ [CELG]				(Che	e)			
			3. Date of Earliest Transaction (Month/Day/Year) 12/15/2004			X_ Director 10% Owner Officer (give title Other (specify below) below)					
	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 							
WARREN	, NJ 11050						Person	wore than one R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deen (Month/Day/Year) Execution any (Month/D		Date, if TransactionA Code D		4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D) Price	(Instr. 3 and 4)				
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities benef	-	-	-				
					Persons who respond to the collect information contained in this form a required to respond unless the form displays a currently valid OMB cont number.			n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(I

	Derivative Security				(A) or Dispose (D) (Instr. 3, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 28.37	12/15/2004	А		3,750		12/15/2005	12/15/2014	Common Stock	3,750
Repo	rtina Ov	vners								

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
ROBB WALTER L C/O CELGENE CORPORATION WARREN, NJ 11050	Х			
Signatures				
/s/ Robert J. Hugin, Attorney-in-Fact	12	/15/2004		
**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) Option granted pursuant to the Company's 1995 Non-Employee Directors' Incentive 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.