Edgar Filing: KAPLAN GILLA PHD - Form 4

KAPLAN GILLA	A PHD										
Form 4	0.4										
December 16, 200								OMB A	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Washington, D.C. 20549Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSI SECURITIESForm 4 or Form 5 obligations may continue.Filed pursuant to Section 16(a) of the Securities Exchange Act of Section 17(a) of the Public Utility Holding Company Act of 1935 of 30(h) of the Investment Company Act of 1940 1(b).						nge Act of 1934, of 1935 or Secti	Estimated burden hou response	urs per			
(Print or Type Respon	nses)										
1. Name and Address of Reporting Person <u>*</u> KAPLAN GILLA PHD			2. Issuer Name and Ticker or Trading Symbol CELGENE CORP /DE/ [CELG]				5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) C/O CELGENE CORPORATION			3. Date of Earliest Transaction (Month/Day/Year) 12/15/2004			(Check all applicable) <u></u> Director <u></u> Officer (give title <u></u> 10% Owner <u></u> Other (specify below)					
(Street)			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 1	1050						Person				
(City) (State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	unsaction Date th/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report on	Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form 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	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
Reno	rtina Ov	vners								

Reporting Owners

Reporting Owner Name / Address		Relationsh	nips	
	Director	10% Owner	Officer	Other
KAPLAN GILLA PHD C/O CELGENE CORPORATION WARREN, NJ 11050	Х			
Signatures				
/s/ Robert J. Hugin, Attorney-in-Fact	12	2/15/2004		
**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.