## Edgar Filing: CELGENE CORP /DE/ - Form 4

Form 4	CORP /DE/									
February 1								APPROVAL		
FORM	<b>VI 4</b> UNITED	STATES SEC	URITIES A	AND EX	CHANGE	COMMISSION				
		V	Vashington	, D.C. 20	549		Number:	3235-0287		
Check t if no los subject Section Form 4 Form 5	nger to <b>STATEN</b> 16. or		SECU	RITIES		WNERSHIP OF	Expires: Estimated burden ho response.	urs per		
obligati may co <i>See</i> Inst 1(b).	ons ntinue. Section 17(		Utility Ho	lding Con	npany Act	nge Act of 1934, of 1935 or Sectio 940	n			
(Print or Type	e Responses)									
1. Name and JACKSON	Symb				5. Relationship of Reporting Person(s) to Issuer					
(Least)	(Einst) (		GENE COF	-	CELG	(Check all applicable)				
(Last)	(First) (		3. Date of Earliest Transaction (Month/Day/Year)			_X_ Director 10% Owner				
C/O CELC CORPORA AVENUE	GENE ATION, 86 MORF	02/10	5/2005			X Officer (give below) Chief	e title Ot below) Executive Off	her (specify		
	(Street)	4. If A	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
		Filed(	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person				
SUMMIT,	NJ 07901					Form filed by M Person	Aore than One F	Reporting		
(City)	(State)	(Zip) T	able I - Non-	Derivative	Securities A	cquired, Disposed o	f, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Code (Instr. 8)	4. Securiti onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	SecuritiesHBeneficially(Owned(	5. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Re	eport on a separate line	e for each class of s	ecurities bene	ficially own	ned directly of	or indirectly.				
				inform requir	nation cont ed to respo ys a currei	spond to the collect tained in this form ond unless the for ntly valid OMB cor	are not m	SEC 1474 (9-02)		
	Tab		Securities Acc alls, warrant		-	Beneficially Owned securities)				
		saction Date 3A. I /Day/Year) Exec	Deemed ution Date, if	4. Transacti	5. Number orDerivative			7. Title and Amount of Underlying Securities		

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	) Acc Dis	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 28.61	02/16/2005		А	10	0,000		(1)	02/16/2015	Common Stock	100,000

## **Reporting Owners**

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other
JACKSON JOHN W C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	Х		Chief Executive Officer	
Signatures				
/s/ Robert J. Hugin, 02/17/2005 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).
- (1) Shares vest incrementally: 25,000 on each of February 16, 2006, February 16, 2007, February 16, 2008 and February 16, 2009.
- (2) Option granted pursuant to the Company's 1998 Stock 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.