## Edgar Filing: MORGAN RICHARD C E - Form 4

MORGAN Form 4	RICHARD C E										
March 15,											
FOR	M 4 UNITED	STATES	SECU	RITIES A	AND EX	CHANGE	COMMISSION		APPROVAL		
Chack	this box		Washington, D.C. 20549						3235-0287		
if no lo subject Sectior Form 4 Form 5	onger to STATEN 16. for 5 Filed pur		F CHANGES IN BENEFICIAL C SECURITIES Section 16(a) of the Securities Exch					Expires: Estimated burden ho response	urs per		
obligat may co <i>See</i> Ins 1(b).	ions Section 17(	(a) of the l	Public U	Jtility Hol	ding Co		of 1935 or Section	on			
(Print or Type	e Responses)										
1. Name and Address of Reporting Person <u>*</u> MORGAN RICHARD C E			2. Issuer Name <b>and</b> Ticker or Trading Symbol CELGENE CORP /DE/ [CELG]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(Last) (First) (Middla)			of Earliest T			(Check all applicable)				
(Last)	(Last) (First) (Middle)			Day/Year)	Tansaction		_X_ Director10% Owner				
C/O CELO CORPOR AVENUE	ATION, 86 MORI	RIS	03/15/2	2005			Officer (giv below)	e title Oth below)	her (specify		
				4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
SUMMIT	, NJ 07901							More than One R			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: R	eport on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly o	or indirectly.				
					inforı requi	nation cont red to respo ays a currer	spond to the colle ained in this form ond unless the for ntly valid OMB co	are not rm	SEC 1474 (9-02)		
	Tab					sposed of, or convertible s	Beneficially Owned securities)	l			
1. Title of Derivative		saction Date /Day/Year)			4. Transact	5. Number ionof Derivati	6. Date Exercisa	ble and	7. Title and Amount of 8 Underlying Securities I		

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		9 (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 33.87	03/15/2005		A		3,750		03/15/2006	03/15/2015	Common Stock	3,750	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MORGAN RICHARD C E C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	Х							
Signatures								
/s/ Robert J. Hugin, Attorney-in-Fact	03							
<b>**</b> 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) The option was issued 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.

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