### Edgar Filing: HAYES ARTHUR H JR - Form 4

HAYES AR Form 4	THUR H JR										
December 3 FORN Check th if no lon subject to Section 1 Form 4 co Form 5	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934,						OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5				
obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the	Public U		ding Con	npany	y Act of	1935 or Section	1		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> HAYES ARTHUR H JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol CELGENE CORP /DE/ [CELG]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O CELG CORPORA AVENUE	. ,	(Middle) RIS		f Earliest T Day/Year) 2005	ransaction			X Director Officer (give t below)	10%	Owner er (specify	
	Filed(Mo			onth/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			
SUMMIT, 1	NJ 07901							Person	ore than one re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		n Date, if	Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of ( 4 and 5 (A) or	D) 5)	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)	
Common Stock	12/28/2005			Code V M	Amount 60,000	(D) A	Price \$ 1.7814	60,000	D		
Common Stock	12/28/2005			S	60,000	D	\$ 60.296	0	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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# 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 1.7814	12/28/2005		М	60,000	(1)	06/23/2008	Common Stock	60,000	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
F8	Director	10% Owner	Officer	Other			
HAYES ARTHUR H JR C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	Х						
Signatures							
/s/ Robert J. Hugin, Attorney-in-Fact	12/30/2005						
**Signature of Reporting Person		Date					
Explanation of Pagnanaga							

### 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 was fully exercisable.
- (2) Option was 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.