

CELGENE CORP /DE/  
Form 4  
July 28, 2014

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MARIO ERNEST

(Last) (First) (Middle)

C/O CELGENE CORPORATION, 86 MORRIS AVENUE

(Street)

SUMMIT, NJ 07901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CELGENE CORP /DE/ [CELG]

3. Date of Earliest Transaction (Month/Day/Year)  
07/24/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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) |                          |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------|--------|---|--|---|--------------------------|
|                                 |                                      |  |                                | Code  | V     | Amount |   |  |   | (A) or (D)               |
| Common Stock <sup>(1)</sup>     | 02/18/2014                           |  | G                              | V   | 1,020 | D      | \$ 0  | 226,764  | D   |                          |
| Common Stock <sup>(1)</sup>     | 03/03/2014                           |  | G                              | V   | 2,210 | D      | \$ 0  | 224,554  | D   |                          |
| Common Stock <sup>(1)</sup>     | 03/25/2014                           |  | G                              | V   | 196   | D      | \$ 0  | 224,358  | D   |                          |
| Common Stock                    | 07/24/2014                           |  | M                              |   | 5,000 | A      | \$ 27.69  | 229,358  | D   |                          |
| Common Stock <sup>(1)</sup>     | 02/18/2014                           |  | G                              | V   | 1,020 | D      | \$ 0  | 4,980  | I   | By Spouse <sup>(2)</sup> |

Edgar Filing: CELGENE CORP /DE/ - Form 4

|                         |            |   |   |       |   |      |       |   |                      |
|-------------------------|------------|---|---|-------|---|------|-------|---|----------------------|
| Common Stock <u>(1)</u> | 03/03/2014 | G | V | 2,210 | D | \$ 0 | 2,770 | I | By Spouse <u>(2)</u> |
| Common Stock <u>(1)</u> | 03/25/2014 | G | V | 196   | D | \$ 0 | 2,574 | I | By Spouse <u>(2)</u> |

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.**

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 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. Transaction Code (Instr. 8) | 5. Number of Derivative 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. F...      |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Option (right to buy) <u>(1)</u>     | \$ 27.69   | 07/24/2014                           |  | M                              | 5,000   | <u>(3)</u>   | 06/16/2020  | Common Stock | 5,000                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MARIO ERNEST<br>C/O CELGENE CORPORATION<br>86 MORRIS AVENUE<br>SUMMIT, NJ 07901 |               |           | X       |       |

## Signatures

/s/Lawrence V. Stein \_\_\_\_\_ Lawrence V. Stein, 07/28/2014  
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) All share amounts have been adjusted to reflect the Company's two-for-one stock split effected in June 2014.
- (2) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) The option was fully exercisable.
- (4) The option was issued pursuant to the Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013).

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.