

INCYTE CORP
Form 4
June 25, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Daly James M

(Last) (First) (Middle)

1801 AUGUSTINE CUT-OFF

(Street)

WILMINGTON, DE 19803

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

INCYTE CORP [INCY]

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

06/23/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, Chief Commercial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/23/2015		M	2,778 A	\$ 18.32 6,299	D	
Common Stock	06/23/2015		M	7,331 A	\$ 16.62 13,630	D	
Common Stock	06/23/2015		M	601 A	\$ 16.62 14,231	D	
Common Stock	06/23/2015		S	10,710 D	\$ 108.28 3,521 (1) (2) (3)	D	
Common Stock	06/23/2015		M	981 A	\$ 64.55 4,502	D	

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Common Stock	06/23/2015	S	981	D	\$ 107.84	3,521	D
					(2) (3) (4)		

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

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(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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 18.32	06/23/2015		M		2,778		<u>(5)</u>	02/08/2020	Common Stock	2,778
Non-Qualified Stock Option (right to buy)	\$ 16.62	06/23/2015		M		7,331		<u>(6)</u>	10/21/2019	Common Stock	7,331
Non-Qualified Stock Option (right to buy)	\$ 16.62	06/23/2015		M		601		<u>(6)</u>	10/21/2019	Common Stock	601
Non-Qualified Stock Option (right to buy)	\$ 64.55	06/23/2015		M		981		<u>(7)</u>	01/20/2021	Common Stock	981

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Daly James M 1801 AUGUSTINE CUT-OFF WILMINGTON, DE 19803	EVP, Chief Commercial Officer

Signatures

/s/ Eric Siegel,
Attorney-In-Fact

06/25/2015

__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) Represents weighted average sale price. Actual sale prices ranged from \$107.11 - \$109.51.
- (2) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by reporting person.
- (3) Reporting person undertakes to provide upon request by Securites and Exchange Commission, the issuer or a securityholder of the issuer detailed information regarding the price and number of shares sold within range indicated.
- (4) Represents weighted average sale price. Actual sale prices ranged from \$107.81 - \$107.84.
- (5) Beginning February 9, 2013, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (6) Beginning October 22, 2012, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (7) Beginning January 21, 2014, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.

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.