CELGENE CORP /DE/

Form 4

August 04, 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

2. Issuer Name and Ticker or Trading

CELGENE CORP /DE/ [CELG]

(Print or Type Responses)

(Last)

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

(Zip)

(First) (Middle)

C/O CELGENE

CORPORATION, 86 MORRIS **AVENUE**

(Street)

(State)

Symbol

Filed(Month/Day/Year)

(Month/Day/Year)

07/31/2015

3. Date of Earliest Transaction

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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response...

X Form filed by One Reporting Person Form filed by More than One Reporting

Officer (give title

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

Issuer

_X__ Director

SUMMIT, NJ 07901

(City)

Stock

							, F , .		,
1.Title of	2. Transaction Date		3.			1	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	orDisposed	of (D))	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and :	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
							Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
					or		(Instr. 3 and 4)	,	
			Code V	Amount	(D)	Price	(Instr. 5 tille 1)		
~						\$			
Common Stock	07/31/2015		S	19,442	D	131.7323 (1)	122,449	D	
Common							2,574	I	By

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Spouse (2)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address			•		
	Director	10% Owner	Officer	Other	
MARIO ERNEST C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	X				
Signatures					
/s/Robert J HuginAttorney-in-Fact	Robe	rt J Hugin,			08/04/2015
**Signature of Rep	orting Persor	1			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).

Relationships

- The price reported in Column 4 is a weighted average price. These shares were sold by the reporting person in multiple transactions at prices ranging from \$131.711 to \$131.79, inclusive. The reporting person undertakes to provide to Celgene Corporation (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- 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.

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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