

CELGENE CORP /DE/

Form 4

January 20, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUGIN ROBERT J

(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)
01/15/2016

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)
see remarks

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) Price			
Common Stock	01/15/2016		M		7,292	A \$ 27.425	1,152,923	D	
Common Stock	01/15/2016		M		4,030	A \$ 24.805	1,156,953	D	
Common Stock	01/15/2016		M		3,970	A \$ 25.18	1,160,923	D	
Common Stock	01/15/2016		M		3,508	A \$ 28.495	1,164,431	D	
Common Stock	01/15/2016		M		3,880	A \$ 25.765	1,168,311	D	

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Common Stock	9,600 ⁽¹⁾	I	By Children
Common Stock	27,355	I	401(K) Plan

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 of Underlying Securities (Instr. 3 and 4)	8. I		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 27.425	01/15/2016		M		7,292		<u>(2)</u>	01/09/2017	Common Stock	7,292
Stock Option	\$ 24.805	01/15/2016		M		4,030		<u>(2)</u>	01/08/2018	Common Stock	4,030
Stock Option	\$ 25.18	01/15/2016		M		3,970		<u>(2)</u>	01/13/2019	Common Stock	3,970
Stock Option	\$ 28.495	01/15/2016		M		3,508		<u>(2)</u>	01/12/2020	Common Stock	3,508
Stock Option	\$ 25.765	01/15/2016		M		3,880		<u>(2)</u>	01/31/2021	Common Stock	3,880

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGIN ROBERT J C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	X		see remarks	

Signatures

/s/ Robert J. Hugin _____ Robert J.
Hugin

01/19/2016

__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 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.
- (2) The option was fully exercisable.
- (3) The option was issued pursuant to the Company's 1998 Employee Stock Option Plan.
- (4) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as Amended and Restated as of April 15, 2015).

Remarks:

Chairman and CEO

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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