## Edgar Filing: DIXON WENDY L - Form 4

DIXON WEN	IDY L										
Form 4											
May 23, 2011											
FORM	4 UNITED	STATES	SECU	DITIES /	ND FY	CHANCE		NT.	PPROVAL		
	UNITED	SIAILS		shington				Number:	3235-0287		
Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Expires:	January 31, 2005			
subject to Section 16 Form 4 or		AENI OI	r CHAI	SECUI		ICIAL UV	WNERSHIP OF	Estimated burden hou response	average Jrs per		
Form 5 obligations may contir <i>See</i> Instruc 1(b).	Section 17(	a) of the I	Public U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940				
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> DIXON WENDY L			2. Issuer Name <b>and</b> Ticker or Trading Symbol			Trading	5. Relationship of Reporting Person(s) to Issuer				
			INCYTE CORP [INCY]				(Che	eck all applicabl	k all applicable)		
(Last) (First) (Middle) EXPERIMENTAL STATION, ROUTE 141 AND			3. Date of Earliest Transaction (Month/Day/Year) 05/20/2011				X_ Director 10% Owner Officer (give title Other (specify below) below)				
HENRY CLA	AY RD										
				4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
WILMINGT	ON, DE 19880						Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	. Transaction Date Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)		
Reminder: Report	rt on a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly of	or indirectly.				
							SEC 1474 (9-02)				
	Tab				-	posed of, or convertible s	Beneficially Owner securities)	d			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Ar
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Se

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year	;)	(Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title 2
Non-Qualified Stock Options (right to buy)	\$ 18.97	05/20/2011		А	20,000	05/20/2012 <u>(1)</u>	05/19/2021	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
DIXON WENDY L EXPERIMENTAL STATION ROUTE 141 AND HENRY CLAY RD WILMINGTON, DE 19880	Х			
Signatures				
/s/ David C. Hastings for Wendy L. Dixon	05	5/23/2011		
**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) This option vests in full on the first anniversary of the date of grant or, if earlier, the date of the next regular annual meeting of the Company's stockholders or upon change of control (as defined in option 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.