#### CELGENE CORP /DE/

Form 4 June 17, 2016

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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

1(b). (Print or Type Responses)

1. Name and Address of Reporting Person \* **COX CARRIE SMITH** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

CELGENE CORP /DE/ [CELG]

(Month/Day/Year) 06/15/2016

X\_ Director 10% Owner Other (specify

(Check all applicable)

Officer (give title below)

C/O CELGENE

CORPORATION, 86 MORRIS **AVENUE** 

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**SUMMIT, NJ 07901** 

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

or (D) Price

(A)

Common 06/16/2016 Stock

Code V Amount \$0 M 6.200

(1)

22,413 D

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

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SEC 1474 (9-02)

Indirect

Beneficial

Ownership

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	Derivative Expiratio		6. Date Exer Expiration D (Month/Day	ate	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (right to buy)	\$ 99.98	06/15/2016		A	11,000		(2)	06/17/2026	Common Stock	11,00
Restricted Stock Unit	<u>(4)</u>	06/15/2016		A	1,125		(5)	<u>(5)</u>	Common Stock	1,12
Restricted Stock Unit	<u>(1)</u> <u>(4)</u>	06/16/2016		M		6,200	<u>(1)</u>	<u>(1)</u>	Common Stock	6,20

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>Fg</b>	Director	10% Owner	Officer	Other		
COX CARRIE SMITH C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	X					

# **Signatures**

/s/Robert J Hugin	Robert J Hugin,	06/17/2016	
Attorney-in-Fact		06/17/2016	
	**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) All of the restricted stock units granted to the reporting person on June 15, 2011 vested and such vested restricted stock units settled for shares of the Company's common stock.
- Option is immediately exercisable and will vest on the earlier of June 15, 2017 or the day preceding the date of the next annual stockholders meeting.
- (3) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as amended and restated as of April 15, 2015).
- (4) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (5) The restricted stock units will vest in three equal annual installments commencing on June 15, 2017. Vested shares will be delivered to the reporting person promptly after June 15, 2022 at the reporting person's election to defer receipt of such shares.
- (6) The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan (as amended and restated on April 15, 2015). 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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