CELGENE CORP /DE/ Form 4/A

April 18, 2014

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

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **HUGIN ROBERT J** Issuer Symbol CELGENE CORP /DE/ [CELG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify C/O CELGENE 03/13/2014 below) CORPORATION, 86 MORRIS see remarks **AVENUE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 03/14/2014 Form filed by More than One Reporting **SUMMIT, NJ 07901**

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4)	ed of (· 1	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)
Common Stock	03/13/2014		M	7,897	A	\$ 59.01	481,561	D	
Common Stock	03/13/2014		M	17,139	A	\$ 42.39	498,700	D	
Common Stock	03/13/2014		M	25,168	A	\$ 42.39	523,868	D	
Common Stock	03/13/2014		M	5,000	A	\$ 12.585	528,868	D	
Common Stock	03/13/2014		M	40,000	A	\$ 15.49	568,868	D	

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Common Stock	03/13/2014	F	58,434 (1)	D	\$ 156	510,434 (1)	D	
Common Stock						4,800 (2)	I	By Children
Common Stock						13,589	I	401(k) Plan

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

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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 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 59.01	03/13/2014		M	7,897	(3)	07/06/2014	Common Stock	7,897
Stock Option (right to buy)	\$ 42.39	03/13/2014		M	17,139	(3)	07/06/2014	Common Stock	17,139
Stock Option (right to buy)	\$ 42.39	03/13/2014		M	25,168	(3)	04/06/2014	Common Stock	25,168
Stock Option (right to buy)	\$ 12.585	03/13/2014		M	5,000	(3)	01/04/2015	Common Stock	5,000
Stock Option (right to buy)	\$ 15.49	03/13/2014		M	40,000	(3)	10/05/2014	Common Stock	40,000

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 HuginHugin	R	obert J	04/18/20	14				
**Signature of Reporting Per	son		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).
- This Form 4/A is being filed to amend and restate in its entirety the Form 4 filed on March 14, 2014 to correct the number of shares (1) withheld for payment of the exercise price or tax liability incident to the stock options exercised (column 4) and also to correct the
- (1) withheld for payment of the exercise price or tax liability incident to the stock options exercised (column 4) and also to correct the amount of securities beneficially owned following the reported transactions (column 5).
- (2) 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.
- (3) The option was fully exercisable.
- (4) The option was issued pursuant to the Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013).

Remarks:

Chairman of the Board of Directors, Chief Executive Officer and President

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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