CELGENE CORP /DE/

Form 4 June 19, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

3235-0287 Number:

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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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* CASEY MICHAEL D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

CELGENE CORP /DE/ [CELG]

(Month/Day/Year) 06/17/2015

Filed(Month/Day/Year)

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify below)

C/O CELGENE

CORPORATION, 86 MORRIS **AVENUE** 

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

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

**SUMMIT, NJ 07901** 

Security

(Instr. 3)

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned Following (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(9-02)

(Instr. 3, 4 and 5)

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

Code V Amount (D) Price

(A)

or

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

(Month/Day/Year)

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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 Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactiorDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

#### Edgar Filing: CELGENE CORP /DE/ - Form 4

| Security (Instr. 3)                  | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code (Instr. 8) | ) A<br>c<br>( | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | (Month/Day/Year)    |                    | (Instr. 3 and 4) |                                     |
|--------------------------------------|---|------------|-------------------------|-----------------|---------------|---|-----|---------------------|--------------------|------------------|-------------------------------------|
|                                      |   |            |                         | Code V          | V             | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(right to<br>buy) | \$ 112.16   | 06/17/2015 |                         | A               |               | 10,000  |     | <u>(1)</u>          | 06/17/2025         | Common<br>Stock  | 10,000                              |
| Restrict<br>Stock U                  | (3)   | 06/17/2015 |                         | A               |               | 1,000   |     | <u>(4)</u>          | <u>(4)</u>         | Common<br>Stock  | 1,000                               |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |
|--|---------------|-----------|---------|-------|--|--|
| •  | Director      | 10% Owner | Officer | Other |  |  |
| CASEY MICHAEL D<br>C/O CELGENE CORPORATION<br>86 MORRIS AVENUE<br>SUMMIT, NJ 07901 | X             |           |         |       |  |  |

### **Signatures**

| /s/Robert J Hugin | Robert J Hugin,                 | 06/10/2015 |
|-------------------|---------------------------------|------------|
| Attorney-in-Fact  |                                 | 06/19/2015 |
|                   | **Cignature of Paparting Parson | Data       |

# **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) Option is immediately exercisable and will vest on the earlier of June 17, 2016 or the day preceding the date of the next annual stockholders' meeting.
- (2) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as amended and restated as of April 15, 2015).
- (3) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (4) The restricted stock units will vest in three equal annual installments commencing on June 17, 2016. Vested shares will be delivered to the reporting person promptly after the vesting date.
- (5) The restricted stock units were issued pursuant to the Company's 2008 Incentive Plan (as amended and restated as of 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. 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.

Reporting Owners 2