

CELGENE CORP /DE/  
Form 4  
February 17, 2015

# FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Alles Mark 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)  
02/12/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock                    | 02/12/2015                           |  | M                              | 573   | A   | \$ 27.275  | 74,213  | D |
| Common Stock                    | 02/12/2015                           |  | M                              | 1,478   | A   | \$ 74.3  | 75,691  | D |
| Common Stock                    | 02/12/2015                           |  | M                              | 148   | A   | \$ 30.74   | 75,839  | D |
| Common Stock                    | 02/12/2015                           |  | M                              | 430   | A   | \$ 26.17   | 76,269  | D |
| Common Stock                    | 02/12/2015                           |  | M                              | 860   | A   | \$ 28.94   | 77,129  | D |

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|              |            |  |   |       |   |           |         |   |             |
|--------------|------------|--|---|-------|---|-----------|---------|---|-------------|
| Common Stock | 02/12/2015 |  | M | 5,333 | A | \$ 29.75  | 82,462  | D |             |
| Common Stock | 02/12/2015 |  | M | 430   | A | \$ 25.765 | 82,892  | D |             |
| Common Stock | 02/12/2015 |  | M | 1,562 | A | \$ 36.96  | 84,454  | D |             |
| Common Stock | 02/12/2015 |  | M | 1,040 | A | \$ 36.465 | 85,494  | D |             |
| Common Stock | 02/12/2015 |  | M | 2,081 | A | \$ 34.7   | 87,575  | D |             |
| Common Stock | 02/12/2015 |  | M | 2,081 | A | \$ 36.675 | 89,656  | D |             |
| Common Stock | 02/12/2015 |  | M | 4,375 | A | \$ 40.22  | 94,031  | D |             |
| Common Stock | 02/12/2015 |  | M | 1,040 | A | \$ 49.475 | 95,071  | D |             |
| Common Stock | 02/12/2015 |  | M | 1,478 | A | \$ 59.235 | 96,549  | D |             |
| Common Stock | 02/12/2015 |  | M | 1,478 | A | \$ 71.33  | 98,027  | D |             |
| Common Stock | 02/12/2015 |  | M | 1,478 | A | \$ 78.115 | 99,505  | D |             |
| Common Stock | 02/12/2015 |  | M | 1,640 | A | \$ 81.555 | 101,145 | D |             |
| Common Stock |            |  |   |       |   |           | 5,639   | 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. Derivative Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|

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|                                      |           |            |      |       | Date<br>Exercisable | Expiration<br>Date | Title      | Amount<br>or<br>Number<br>of<br>Shares |       |    |
|--------------------------------------|-----------|------------|------|-------|---------------------|--------------------|------------|--|-------|----|
|                                      |           |            | Code | V (A) | (D)                 |                    |            |  |       |    |
| Stock<br>Option<br>(right to<br>buy) | \$ 27.275 | 02/12/2015 | M    |       | 573                 | <u>(1)</u>         | 10/13/2019 | Common<br>Stock                        | 573   | \$ |
| Stock<br>Option<br>(right to<br>buy) | \$ 74.3   | 02/12/2015 | M    |       | 1,478               | <u>(1)</u>         | 02/03/2024 | Common<br>Stock                        | 1,478 | \$ |
| Stock<br>Option<br>(right to<br>buy) | \$ 30.74  | 02/12/2015 | M    |       | 148                 | <u>(1)</u>         | 04/13/2020 | Common<br>Stock                        | 148   | \$ |
| Stock<br>Option<br>(right to<br>buy) | \$ 26.17  | 02/12/2015 | M    |       | 430                 | <u>(1)</u>         | 07/13/2020 | Common<br>Stock                        | 430   | \$ |
| Stock<br>Option<br>(right to<br>buy) | \$ 28.94  | 02/12/2015 | M    |       | 860                 | <u>(1)</u>         | 10/12/2020 | Common<br>Stock                        | 860   | \$ |
| Stock<br>Option<br>(right to<br>buy) | \$ 29.75  | 02/12/2015 | M    |       | 5,333               | <u>(1)</u>         | 12/27/2020 | Common<br>Stock                        | 5,333 | \$ |
| Stock<br>Option<br>(right to<br>buy) | \$ 25.765 | 02/12/2015 | M    |       | 430                 | <u>(1)</u>         | 01/31/2021 | Common<br>Stock                        | 430   | \$ |
| Stock<br>Option<br>(right to<br>buy) | \$ 36.96  | 02/12/2015 | M    |       | 1,562               | <u>(1)</u>         | 03/01/2022 | Common<br>Stock                        | 1,562 | \$ |
| Stock<br>Option<br>(right to<br>buy) | \$ 36.465 | 02/12/2015 | M    |       | 1,040               | <u>(1)</u>         | 04/30/2022 | Common<br>Stock                        | 1,040 | \$ |
| Stock<br>Option<br>(right to<br>buy) | \$ 34.7   | 02/12/2015 | M    |       | 2,081               | <u>(1)</u>         | 07/30/2022 | Common<br>Stock                        | 2,081 | \$ |
|                                      | \$ 36.675 | 02/12/2015 | M    |       | 2,081               | <u>(1)</u>         | 10/31/2022 |  | 2,081 | \$ |



## 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 option was fully exercisable.
- (2) The option was issued pursuant to the Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013).

### Remarks:

President and Chief Operating Officer

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