

Smith Scott Andrew
Form 3/A
August 01, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Smith Scott Andrew</p> <p>(Last) (First) (Middle)</p> <p>86 MORRIS AVENUE, C/O CELGENE CORP</p> <p>(Street)</p> <p>SUMMIT, NJ 07901</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/01/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CELGENE CORP /DE/ [CELG]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>08/05/2014</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 3,858 ⁽¹⁾ | D | ^ |
| Common Stock | 2,325 | I | 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------|---------------------|--------------------|-----------------|----------------------------------|------------------------|---|---|
| Restricted Stock Unit | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock | 6,400 | \$ <u>(3)</u> | D | Â |
| Restricted Stock Unit | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 3,750 | \$ <u>(3)</u> | D | Â |
| Restricted Stock Unit | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 10,000 | \$ <u>(3)</u> | D | Â |
| Restricted Stock Unit | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 5,000 | \$ <u>(3)</u> | D | Â |
| Restricted Stock Unit | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock | 10,000 | \$ <u>(3)</u> | D | Â |
| Restricted Stock Unit | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 6,666 | \$ <u>(3)</u> | D | Â |
| Restricted Stock Unit | Â <u>(9)</u> | Â <u>(9)</u> | Common Stock | 6,670 | \$ <u>(3)</u> | D | Â |
| Stock Options (right to buy) | Â <u>(10)</u> | 02/03/2024 | Common Stock | 10,000 | \$ 74.3 | D | Â |
| Stock Options (right to buy) | Â <u>(11)</u> | 12/02/2023 | Common Stock | 15,000 | \$ 81.55 | D | Â |
| Stock Options (right to buy) | Â <u>(12)</u> | 10/28/2023 | Common Stock | 10,000 | \$ 78.115 | D | Â |
| Stock Options (right to buy) | Â <u>(13)</u> | 07/29/2023 | Common Stock | 10,000 | \$ 71.33 | D | Â |
| Stock Options (right to buy) | Â <u>(14)</u> | 04/29/2023 | Common Stock | 10,000 | \$ 59.235 | D | Â |
| Stock Options (right to buy) | Â <u>(15)</u> | 01/28/2023 | Common Stock | 5,000 | \$ 49.475 | D | Â |
| Stock Options (right to buy) | Â <u>(16)</u> | 12/17/2022 | Common Stock | 15,000 | \$ 40.22 | D | Â |
| Stock Options (right to buy) | Â <u>(17)</u> | 10/31/2022 | Common Stock | 5,000 | \$ 36.675 | D | Â |
| Stock Options (right to buy) | Â <u>(18)</u> | 07/30/2022 | Common Stock | 5,000 | \$ 34.7 | D | Â |
| Stock Options (right to buy) | Â <u>(19)</u> | 04/30/2022 | Common Stock | 5,000 | \$ 36.465 | D | Â |
| Stock Options (right to buy) | Â <u>(20)</u> | 01/30/2022 | Common Stock | 5,000 | \$ 36.36 | D | Â |
| | Â <u>(21)</u> | 11/30/2021 | | 20,000 | \$ 31.54 | D | Â |

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| Stock Options (right to buy) | | | Common Stock | | | | |
|------------------------------|--------|------------|--------------|--------|-----------|---|---|
| Stock Options (right to buy) | Â (22) | 10/31/2021 | Common Stock | 5,000 | \$ 32.415 | D | Â |
| Stock Options (right to buy) | Â (23) | 08/01/2021 | Common Stock | 5,000 | \$ 29.235 | D | Â |
| Stock Options (right to buy) | Â (24) | 05/02/2021 | Common Stock | 5,000 | \$ 29.89 | D | Â |
| Stock Options (right to buy) | Â (25) | 01/31/2021 | Common Stock | 12,100 | \$ 25.765 | D | Â |
| Stock Options (right to buy) | Â (26) | 10/12/2020 | Common Stock | 12,100 | \$ 28.94 | D | Â |
| Stock Options (right to buy) | Â (27) | 07/13/2020 | Common Stock | 12,100 | \$ 26.17 | D | Â |
| Stock Options (right to buy) | Â (28) | 04/13/2020 | Common Stock | 12,100 | \$ 30.74 | D | Â |
| Stock Options (right to buy) | Â (29) | 01/12/2020 | Common Stock | 2,750 | \$ 28.495 | D | Â |
| Stock Options (right to buy) | Â (30) | 07/14/2019 | Common Stock | 646 | \$ 23.01 | D | Â |
| Stock Options (right to buy) | Â (31) | 04/14/2019 | Common Stock | 2,750 | \$ 19.505 | D | Â |
| Stock Options (right to buy) | Â (32) | 01/31/2019 | Common Stock | 1,250 | \$ 25.18 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Scott Andrew 86 MORRIS AVENUE C/O CELGENE CORP SUMMIT, NJ 07901 | Â | Â | Â See Remarks | Â |

Signatures

/s/Peter N. Kellogg,
Attorney-in-Fact

08/01/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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)

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The Form 3 filed on August 5, 2014 is amended and restated in its entirety to reflect the inadvertent omission of shares held by the reporting person on such date. There are no other changes to the Form 3 filed on August 5, 2014.

- (2) The restricted stock units vest on December 23, 2016. Vested shares will be delivered to the reporting person on the vested date.
- (3) The restricted stock units were issued pursuant to The Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013). Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (4) The restricted stock units vest on December 2, 2016. Vested shares will be delivered to the reporting person on the vested date.
- (5) The restricted stock units vest on April 29, 2016. Vested shares will be delivered to the reporting person on the vested date.
- (6) The restricted stock units vest on December 17, 2015. Vested shares will be delivered to the reporting person on the vested date.
- (7) The restricted stock units vest on December 3, 2015. Vested shares will be delivered to the reporting person on the vested date.
- (8) The restricted stock units vest on April 30, 2015. Vested shares will be delivered to the reporting person on the vested date.
- (9) The restricted stock units vest on November 30, 2014. Vested shares will be delivered to the reporting person on the vested date.
- (10) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on February 3, 2015.
- (11) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on December 2, 2014.
- (12) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on October 28, 2014.
- (13) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on July 29, 2014.
- (14) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on April 29, 2014.
- (15) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on January 28, 2014.
- (16) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on December 17, 2013.
- (17) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on October 31, 2013.
- (18) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on July 30, 2013.
- (19) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on April 30, 2013.
- (20) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on January 30, 2013.
- (21) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on November 30, 2012.
- (22) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on October 31, 2012.
- (23) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on August 1, 2012.
- (24) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on May 2, 2012.
- (25) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on January 31, 2012.
- (26) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on October 12, 2011.
- (27) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on July 13, 2011.

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- (28) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on April 13, 2011.
- (29) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on January 12, 2011.
- (30) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on July 14, 2010.
- (31) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on April 14, 2010.
- (32) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on January 13, 2010.

^

Remarks:

President^ and^ Chief^ Operating^ Officer

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.