

CELGENE CORP /DE/  
Form 4  
September 02, 2005

**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 \*  
**HUGIN ROBERT 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)  
**09/02/2005**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Financial Officer**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/02/2005		M		17,500 A \$ 8.825	241,036	D
Common Stock	09/02/2005		F		9,724 <sup>(1)</sup> D \$ 51.35	231,312	D
Common Stock	09/02/2005		M		17,500 A \$ 8.865	248,812	D
Common Stock	09/02/2005		F		9,732 <sup>(2)</sup> D \$ 51.35	239,080	D
Common Stock	09/02/2005		M		17,500 A \$ 10.805	256,580	D

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Common Stock	09/02/2005	F	<u>10,086</u> <sup>(3)</sup>	D	\$ 51.35	246,494	D	
Common Stock	09/02/2005	M	61,960	A	\$ 12.4375	308,454	D	
Common Stock	09/02/2005	F	<u>36,769</u> <sup>(4)</sup>	D	\$ 51.35	271,685	D	
Common Stock	09/02/2005	M	62,638	A	\$ 13.58	334,323	D	
Common Stock	09/02/2005	F	<u>37,919</u> <sup>(5)</sup>	D	\$ 51.35	296,404	D	
Common Stock	09/02/2005	M	37,500	A	\$ 16.81	333,904	D	
Common Stock	09/02/2005	F	<u>23,967</u> <sup>(6)</sup>	D	\$ 51.35	309,937	D	
Common Stock	09/02/2005	M	144,052	A	\$ 16.81	453,989	D	
Common Stock	09/02/2005	F	<u>92,067</u> <sup>(7)</sup>	D	\$ 51.35	361,922	D	
Common Stock	09/02/2005	M	18,650	A	\$ 22.25	380,572	D	
Common Stock	09/02/2005	F	<u>12,979</u> <sup>(8)</sup>	D	\$ 51.35	367,593	D	
Common Stock						2,400 <sup>(9)</sup>	I	by children

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 Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option	\$ 8.825	09/02/2005		M	17,500	<sup>(10)</sup> 06/18/2012	Common Stock

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(right to buy)								
Employee Stock Option (right to buy)	\$ 51.35	09/02/2005	A	9,724		03/02/2006	06/18/2012	Common Stock
Employee Stock Option (right to buy)	\$ 8.865	09/02/2005	M	17,500	<u>(10)</u>		10/22/2012	Common Stock
Employee Stock Option (right to buy)	\$ 51.35	09/02/2005	A	9,732		03/02/2006	10/22/2012	Common Stock
Employee Stock Option (right to buy)	\$ 10.805	09/02/2005	M	17,500	<u>(10)</u>		12/31/2012	Common Stock
Employee Stock Option (right to buy)	\$ 51.35	09/02/2005	A	10,086		03/02/2006	12/31/2012	Common Stock
Employee Stock Option (right to buy)	\$ 12.4375	09/02/2005	M	61,960	<u>(10)</u>		01/17/2011	Common Stock
Employee Stock Option (right to buy)	\$ 51.35	09/02/2005	A	36,769		03/02/2006	01/17/2011	Common Stock
Employee Stock Option (right to buy)	\$ 13.58	09/02/2005	M	62,638	<u>(10)</u>		01/25/2012	Common Stock
Employee Stock Option (right to	\$ 51.35	09/02/2005	A	37,919		03/02/2006	01/25/2012	Common Stock

buy) Employee Stock Option (right to buy)	\$ 16.81	09/02/2005	M	37,500	<u>(10)</u>	06/10/2013	Common Stock
Employee Stock Option (right to buy)	\$ 51.35	09/02/2005	A	23,967	03/02/2006	06/10/2013	Common Stock
Employee Stock Option (right to buy)	\$ 16.81	09/02/2005	M	144,052	<u>(10)</u>	06/10/2013	Common Stock
Employee Stock Option (right to buy)	\$ 51.35	09/02/2005	A	92,067	03/02/2006	06/10/2013	Common Stock
Employee Stock Option (right to buy)	\$ 22.25	09/02/2005	M	18,650	<u>(11)</u>	01/21/2014	Common Stock
Employee Stock Option (right to buy)	\$ 51.35	09/02/2005	A	12,979	03/02/2006	01/21/2014	Common Stock

## 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		Chief Financial Officer	

## Signatures

/s/ Robert J.  
Hugin

09/02/2005

\*\*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) This transaction reflects the exercise of options resulting in the acquisition of 7,776 shares. No shares were sold in the open market.
- (2) This transaction reflects the exercise of options resulting in the acquisition of 7,768 shares. No shares were sold in the open market.
- (3) This transaction reflects the exercise of options resulting in the acquisition of 7,414 shares. No shares were sold in the open market.
- (4) This transaction reflects the exercise of options resulting in the acquisition of 25,191 shares. No shares were sold in the open market.
- (5) This transaction reflects the exercise of options resulting in the acquisition of 24,719 shares. No shares were sold in the open market.
- (6) This transaction reflects the exercise of options resulting in the acquisition of 13,533 shares. No shares were sold in the open market.
- (7) This transaction reflects the exercise of options resulting in the acquisition of 51,985 shares. No shares were sold in the open market.
- (8) This transaction reflects the exercise of options resulting in the acquisition of 5,671 shares. No shares were sold in the open market.
- (9) 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.
- (10) Grant was fully exercisable.
- (11) 22,174 shares remain unvested and will vest on 1/21/2006.

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