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CELGENE CORP /DE/
Form 424B3
May 07, 2004

This Prospectus Supplement filed pursuant to Rule 424(b)(3)

Registration No. 333-107977

PROSPECTUS SUPPLEMENT

This is a Supplement, dated May 7, 2004, to the Prospectus (the "Prospectus") which forms a part of the Post-Effective Amendment No. 1 to the Form S-3 Registration Statement (No. 333-107977) filed on November 14, 2003 (the "Registration Statement") on behalf of Celgene Corporation (the "Company").

The Company originally issued the notes to which this Prospectus Supplement relates in a private placement in June 2003. The notes were sold by the initial purchaser of the notes in a transaction exempt from the registration requirements of the Securities Act to persons reasonably believed by the initial purchaser to be qualified institutional buyers as defined by Rule 144A under the Securities Act.

The following table sets forth as of the date of this Supplement information with respect to the selling securityholders and the principal amount of notes beneficially owned by each selling securityholder that may be offered pursuant to the Prospectus. The information contained in this Supplement is based on information provided to the Company by or on behalf of the selling securityholders. The selling securityholders may offer all, some or none of the notes or the common stock into which the notes are convertible. Because the selling securityholders may offer all or some portion of the notes or the common stock, the Company cannot estimate the amount of the notes or the common stock that will be held by the selling securityholders upon termination of any of these sales. In addition, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes, or acquired additional notes, since the date on which the Company was provided with the information regarding their notes (as described above) in transactions exempt from the registration requirements of the Securities Act. Accordingly, the information provided here for any particular securityholder may understate or overstate, as the case may be, such securityholder's current ownership. The aggregate principal amount of notes outstanding as of the date of this Supplement is \$400,000,000, which is the aggregate principal amount of notes registered pursuant to the Registration Statement of which this Prospectus is a part. The percentage of notes outstanding beneficially owned by each selling securityholder is based on \$400,000,000 aggregate principal amount of notes outstanding.

The number of shares of common stock issuable upon conversion of the notes shown in the table below assumes conversion of the full amount of notes held by each selling securityholder at an initial conversion rate of 20.6398 shares per \$1,000 principal amount of notes and a cash payment in lieu of any fractional shares. No selling securityholder named in the table below beneficially owns one percent or more of our common stock, based on 81,735,304 shares of common stock outstanding on April 28, 2004.

Principal Amount of Notes Beneficially	Percentage	Common Stock Owned
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Name	Owned and Offered Hereby (1)	of Notes Outstanding	Owned Prior to the Offering (2)
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1976 Distribution Trust FBO A.R. Lauder/Zinterhofer	\$7,000	*	144
2000 Revocable Trust FBO A.R. Lauder/Zinterhofer	\$7,000	*	144
Advent Convertible Master (Cayman) L.P.	\$6,995,000	1.7%	144,375
AIG DKR SoundShore Strategic Holding Fund Ltd.	\$3,000,000	*	61,919
AIG/National Union Fire Insurance	\$145,000	*	2,992
Akanthos Arbitrage Master Fund LP	\$7,500,000	1.9%	154,798
Akela Capital Master Fund, Ltd.	\$8,500,000	2.1%	175,438
Alcon Laboratories	\$371,000	*	7,657
Alexandra Global Master Fund Ltd.	\$15,000,000 (4)	3.8%	309,597
Alexian Brothers Medical Center	\$165,000	*	3,405
Allentown City Police Pension Plan	\$31	*	1
Allstate Insurance Company	\$1,000,000	*	20,639
Aloha Airlines Non-Pilots Pension Trust	\$100,000	*	2,063
Aloha Pilots Retirement Trust	\$50,000	*	1,031
Alpha US Sub Fund 4 LLC	\$278,000	*	5,737
AQR Capital Management, LLC	\$500,000	*	10,319
Arapahoe County Colorado	\$46,000	*	949
Arbco Associates, L.P.	\$450,000	*	9,287
Arbitrex Master Fund, L.P.	\$5,000,000	1.3%	103,199
Arkansas PERS	\$325,000	*	6,707
Arkansas Teachers Retirement	\$3,905,000	1.0%	80,598
Arlington County Employees Retirement System	\$644,000	*	13,292
Asante Health Systems	\$96,000	*	1,981
Associated Electric & Gas Insurance Services, Ltd.	\$500,000	*	10,319
Attorney's Title Insurance Fund	\$70,000	*	1,444
Aviator Fund Management, L.P.	\$4,500,000	1.1%	92,879
Baptist Health of South Florida	\$540,000	*	11,145
Barclays Global Investors EquityHedge Fund I	\$15,000	*	309
BNP Paribas Arbitrage	\$7,500,000	1.9%	154,798
Boilermakers Blacksmith Pension Trust	\$1,265,000	*	26,109
BP Amoco Corporation Master Trust for Employee Pension Plans	\$8,330,000	2.1%	171,929

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Name	Principal Amount of Notes Beneficially Owned and Offered Hereby (1)	Percentage of Notes Outstanding	Common Stock Owned Prior to the Offering (2)
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BP Amoco PLC Master Trust	\$697,000	*	14,385
British Virgin Islands Social Security Board	\$84,000	*	1,733

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C&H Sugar Company Inc.	\$125,000	*	2,579
Calamos(R)Market Neutral Fund--Calamos(R) Investment Trust	\$7,600,000	1.9%	156,862
Canyon Capital Arbitrage Master Fund, Ltd.	\$3,000,000	*	61,919
Canyon Value Realization Fund, L.P.	\$1,500,000	*	30,959
Canyon Value Realization Fund (Cayman), Ltd.	\$4,100,000	1.0%	84,623
Canyon Value Realization MAC 18, Ltd. (RMF)	\$600,000	*	12,383
Castle Convertible Fund, Inc.	\$250,000	*	5,159
Celebrity IAM Ltd.	\$10,200,000	2.6%	210,526
Century Park Trust	\$2,500,000	*	51,599
Chrysler Corporation Master Retirement Trust	\$845,000	*	17,440
Citadel Equity Fund Ltd.	\$6,125,000	1.5%	126,418
Citadel Jackson Investment Fund Ltd.	\$875,000	*	18,059
City and County of San Francisco Retirement System	\$1,422,000	*	29,349
City of New Orleans	\$195,000	*	4,024
City University of New York	\$145,000	*	2,992
Clinton Multistrategy Master Fund, Ltd.	\$18,775,000	4.7%	387,512
Clinton Riverside Convertible Portfolio Limited	\$18,855,000	4.7%	389,164
Consulting Group Capital Markets Funds	\$900,000	*	18,575
Context Convertible Arbitrage Fund, L.P.	\$1,415,000	*	29,205
Context Convertible Arbitrage Offshore, Ltd.	\$2,335,000	*	48,194
Continental Casualty Company	\$2,085,000	*	43,034
Convertible Securities Fund	\$30,000	*	619
Credit Suisse First Boston LLC	\$18,850,000	4.7%	389,060
DBAG London	\$17,800,000	4.5%	367,389
Deam Convertible Arbitrage (3)	\$1,000,000	*	20,639
DeepRock & Co.	\$1,000,000	*	20,639

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Name	Principal Amount of Notes Beneficially Owned and Offered Hereby (1)	Percentage of Notes Outstanding	Common Stock Owned Owned Prior to the Offering (2)
Delaware PERS	\$465,000	*	9,597
Delaware Public Employees Retirement System	\$1,492,000	*	30,794
Delta Airlines Master Trust	\$575,000	*	11,867
Delta AirLines Master Trust--CV	\$490,000	*	10,113
Delta Pilots Disability & Survivorship Trust--CV	\$240,000	*	4,953
Descartes Offshore Ltd.	\$6,500,000	1.6%	134,158
Descartes Partners L.P.	\$4,800,000	1.2%	99,071
Deutsche Bank Securities	\$7,500,000	1.9%	154,798
DKR SoundShore Opportunity Holding Fund			

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Ltd.	\$1,500,000	*	30,959
DKR Saturn Event Driven Holding Fund			
Ltd.	\$2,500,000	*	51,599
DKR Saturn Holding Fund Ltd.	\$2,500,000	*	51,599
Drury University	\$20,000	*	412
Duke Endowment	\$275,000	*	5,675
Engineers Joint Pension Fund	\$360,000	*	7,430
Excelsior Master Fund L.P.	\$1,500,000	*	30,959
FA Convertible Arbitrage Ltd.	\$85,000	*	1,754
Farbitrage Partners	\$600,000	*	12,383
Fidelity Financial Trust: Fidelity			
Convertible Securities Fund	\$2,000,000	*	41,279
Fidelity Puritan Trust: Fidelity			
Balanced Trust	\$3,700,000	*	76,367
Fore Convertible Masterfund Ltd.	\$2,000,000	*	41,279
Froley Revy Investment Convertible			
Security Fund	\$50,000	*	1,031
FrontPoint Convertible Arbitrage Fund, L.P.	\$2,000,000	*	41,279
General Motors Welfare Benefit Trust	\$2,000,000	*	41,279
Goldman Sachs & Company	\$5,022,000	1.3%	103,653
Grace Convertible Artitrage Fund, Ltd.	\$5,500,000	1.4%	113,519
Grady Hospital Foundation	\$82,000	*	1,692
Hawaiian Airlines Employees Pension			
Plan--IAM	\$30,000	*	619
Hawaiian Airlines Pension Plan for			
Salaried Employees	\$5,000	*	103
Hawaiian Airlines Pilots Retirement Plan	\$85,000	*	1,754
HFR Arbitrage Fund	\$417,000	*	8,606

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Name	Principal Amount of Notes Beneficially Owned and Offered Hereby (1)	Percentage of Notes Outstanding	Common Stock Owned Owned Prior to the Offering (2)
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HFR CA Select Fund	\$1,600,000	*	33,023
HFR Global Master Trust	\$226,000	*	4,664
Hillbloom Foundation	\$40,000	*	825
Hotel Union & Hotel Industry of Hawaii			
Pension Plan	\$263,000	*	5,428
Hourglass Master Fund, Ltd.	\$10,350,000	2.6%	213,622
HRF RV Performance Master Trust	\$100,000	*	2,063
ICI American Holdings Trust	\$105,000	*	2,167
Independence Blue Cross	\$329,000	*	6,790
Innovest Finanzdienstle	\$1,000,000	*	20,639
Institutional Benchmarks Master Fund			
Ltd. (f/k/a Zurich Institutional			
Benchmarks Master Fund Ltd.)	\$1,555,000	*	32,094
J.P. Morgan Securities Inc.	\$18,500,000	4.6%	381,836
Jefferies & Company Inc.	\$6,000	*	123
John Deere Pension Trust	\$1,000,000	*	20,639

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Kayne Anderson Capital Income Partners, L.P.	\$1,300,000	*	26,831
Kayne Anderson Income Partners, LP	\$50,000	*	1,031
KBC Financial Products (Cayman Islands) Limited	\$15,000,000	3.8%	309,597
KBC Financial Products USA Inc.	\$4,500,000	1.1%	92,879
Laurel Ridge Capital, LP	\$5,000,000	1.3%	103,199
LDG Limited	\$128,000	*	2,641
Lexington Vantage Fund	\$32,000	*	660
Lyxor	\$750,000	*	15,479
Man Convertible Bond Master Fund, Inc.	\$6,827,000	1.7%	140,908
McMahan Securities Co. L.P.	\$1,120,000	*	23,116
Meadow IAM Limited	\$1,120,000	*	23,116
Merril Lynch Insurance Group	\$307,000	*	6,336
Microsoft Corp.	\$670,000	*	13,828
Morgan Stanley & Co. Incorporated	\$7,807,000	2.0%	161,135
Motion Picture Industry Health Plan--Active Member Fund	\$100,000	*	2,063
Motion Picture Industry Health Plan--Retiree Member Fund	\$50,000	*	1,031
Municipal Employees	\$247,000	*	5,098
National Bank of Canada	\$1,250,000	*	25,799
Nations Convertible Securities Fund	\$3,970,000	1.0%	81,940

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Name -----	Principal Amount of Notes Beneficially Owned and Offered Hereby (1) -----	Percentage of Notes Outstanding -----	Common Stock Owned Owned Prior to the Offering (2) -----
New Orleans Firefighters Pension/Relief Fund	\$113,000	*	2,332
Nicholas Applegate Capital Management Convertible Mutual Fund	\$655,000	*	13,519
Nomura Securities Intl Inc.	\$5,000,000	1.3%	103,199
Nuveen Preferred & Convertible Income Fund	\$2,065,000	*	42,621
Occidental Petroleum Corporation	\$261,000	*	5,386
OCM Convertible Trust	\$600,000	*	12,383
Ohio Bureau of Workers Compensation	\$93,000	*	1,919
Oppenheimer Convertible Securities Fund	\$2,500,000	*	51,599
Partner Reinsurance Company Ltd.	\$290,000	*	5,985
Peoples Benefit Life Insurance Company TEAMSTERS	\$4,000,000	1.0%	82,559
Pioneer High Yield Fund	\$13,500,000	3.4%	278,637
Pioneer U.S. High Yield Corp. Bond Sub Fund	\$1,500,000	*	30,959
Policemen and Firemen Retirement System of the City of Detroit	\$352,000	*	7,265
Privilege Portfolio Sicay	\$4,000,000	1.0%	82,559
Pro-Mutual	\$842,000	*	17,378
Prudential Insurance Company of America	\$30,000	*	619

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PSAM Allegro Partners LP	\$272,000	*	5,614
PSAM GPS Fund Ltd.	\$134,000	*	2,765
PSAM Panorama Fund Ltd.	\$1,025,000	*	21,155
PSAM World Arb Fund Ltd.	\$173,000	*	3,570
Putnam Convertible Income-Growth Trust	\$7,900,000	2.0%	163,054
Quest Global Convertible Master Fund Ltd.	\$500,000	*	10,319
Qwest Occupational Health Trust	\$115,000	*	2,373
Ram Trading Ltd.	\$4,000,000	1.0%	82,559
Relay 3 Asset Holding Co. Limited	\$16,000	*	330
Retail Clerks Pension Trust #2	\$1,000,000	*	20,639
Ritchie Beech Trading, Ltd. (3)	\$620,000	*	12,796
Sagamore Hill Hob Fund Ltd.	\$5,000,000	1.3%	103,199
Salomon Brothers Asset Management, Inc.	\$5,500,000	1.4%	113,519

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Name	Principal Amount of Notes Beneficially Owned and Offered Hereby (1)	Percentage of Notes Outstanding	Common Stock Owned Owned Prior to the Offering (2)
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San Diego City Retirement	\$785,000	*	16,202
San Diego County Convertibles	\$1,660,000	*	34,262
San Diego County Employee Retirement Association	\$2,000,000	*	41,279
Scorpion Offshore Investment Fund, Ltd.	\$90,000	*	1,857
Southern Farm Bureau Life Insurance	\$745,000	*	15,376
SP Holdings Ltd.	\$49,000	*	1,011
Spartan Partners LP	\$351,000	*	7,244
Sphinx Convertible Arb Fund SPC	\$389,000	*	8,028
Sphinx Fund	\$78,000	*	1,609
SSI Blended Market Neutral L.P.	\$505,000	*	10,423
SSI Hedged Convertible Market Neutral L.P.	\$561,000	*	11,578
St. Albans Partners Ltd.	\$3,000,000	*	61,919
St. Thomas Trading, Inc.	\$10,483,000	2.6%	216,367
Standard Global Equity Partners II, L.P.	\$15,000	*	309
Standard Global Equity Partners SA, L.P.	\$148,000	*	3,054
Standard Global Equity Partners, L.P.	\$386,000	*	7,966
Standard Pacific Capital Offshore Fund, Ltd.	\$1,218,000	*	25,139
Standard Pacific MAC 16, Ltd.	\$63,000	*	1,300
State Employees' Retirement Fund of the State of Delaware	\$550,000	*	11,351
State of Maryland Agency	\$3,050	*	62
State of Maryland Retirement Agency	\$3,497,000	*	72,177
State of Oregon/Equity	\$1,475,000	*	30,443
State of Oregon/SAIF Corporation	\$2,925,000	*	60,371
Syngenta AG	\$80,000	*	1,651
Tag Associates	\$60,000	*	1,238
TD Securities (USA) Inc.	\$2,000,000	*	41,279
Tewksbury Investment Fund Ltd.	\$200,000	*	4,127

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The Grable Foundation	\$79,000	*	1,630
TQA Master Fund, Ltd.	\$1,254,000	*	25,882
TQA Master Plus Fund, Ltd.	\$1,907,000	*	39,360
Trustmark Insurance	\$226,000	*	4,664
UBS O'Connor LLC f/b/o O'Connor Global Convertible Arbitrage Master Ltd.	\$7,000,000	1.8%	144,478

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Name -----	Principal Amount of Notes Beneficially Owned and Offered Hereby (1) -----	Percentage of Notes Outstanding -----	Common Stock Owned Owned Prior to the Offering (2) -----
US Bancorp Piper Jaffray	\$4,000,000	1.0%	82,559
US Bank FBO Benedictine Health Systems	\$155,000	*	3,199
Value Line Convertible Fund Inc.	\$200,000	*	4,127
Vanguard Convertible Securities Fund, Inc.	\$4,850,000	1.2%	100,103
Viacom Inc. Pension Plan Master Trust	\$24,000	*	495
Wachovia Bank National Association	\$45,860,000	11.5%	946,542
Wachovia Capital Markets LLC	\$6,000,000	1.5%	123,839
Wachovia Securities, International Ltd.	\$8,000,000	2.0%	165,118
Wake Forest University	\$440,000	*	9,081
Waterstone Market Neutral Fund, LP	\$830,000	*	17,131
Waterstone Market Neutral Offshore Fund, Ltd.	\$4,170,000	1.0%	86,068
Westbay International Corp.	\$205,000	*	4,231
Wolverine Asset Management, LLC	\$4,775,000	1.2%	98,555
WPG Convertible Arbitrage Overseas Master Fund	\$1,200,000	*	24,767
Wyoming State Treasurer	\$850,000	*	17,543
Xavex Risk Arbitrage 5 Fund	\$114,000	*	2,352
Xavex-Convertible Arbitrage 7 Fund	\$308,000	*	6,357
Yield Strategies Fund I, L.P.	\$1,000,000	*	20,639
Yield Strategies Fund II, L.P.	\$1,000,000	*	20,639
Zazove Convertible Arbitrage Fund, L.P.	\$5,550,000	1.4%	114,551
Zazove Hedged Convertible Fund, L.P.	\$4,600,000	1.2%	94,943
Zazove Income Fund, L.P.	\$2,000,000	*	41,279
ZCM Asset Holding Company, LLC	0 (4)	*	--
Zeneca Holdings Trust	\$115,000	*	2,373

* Represents less than 1%

(1) Selling securityholders may have sold, transferred or otherwise disposed of all or a portion of their notes, or acquired additional notes, since the date on which the Company was provided with the information regarding their notes (as described above) in transactions exempt from the registration requirements of the Securities Act. Accordingly, the information provided here for any particular securityholder may understate or overstate, as the case may be, such securityholder's current ownership. The aggregate principal amount of notes outstanding as of the date of this Supplement is \$400,000,000,

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which is the aggregate principal amount of notes registered pursuant to the Registration Statement of which this Prospectus is a part.

- (2) Includes shares of common stock issuable upon conversion of the notes.
- (3) New selling securityholder.
- (4) Represents an updated principal amount.

None of the selling securityholders or any of their affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with the Company within the past three years.

The initial purchaser purchased all of the notes from the Company in a private transaction in June 2003. All of the notes were "restricted securities" under the Securities Act prior to this registration. The selling securityholders have represented to the Company that they purchased the notes for their own account for investment only and not with a view toward selling or distributing them, except pursuant to sales registered under the Securities Act or exempt from such registration.

Information concerning the securityholders may change from time to time and any changed information will be set forth in supplements to the Prospectus if and when necessary. In addition, the number of shares of common stock issuable upon conversion of the notes is subject to adjustment under certain circumstances. Accordingly, the number of shares of common stock into which the notes are convertible may increase or decrease.