

CELGENE CORP /DE/
Form 4
June 16, 2014

FORM 4

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

OMB APPROVAL

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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 *
CASEY MICHAEL D

(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)
06/12/2014

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)

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	06/12/2014		M	1,033	A	\$ 0 (1)	1,033 D
Common Stock	06/13/2014		M	1,033	A	\$ 0 (2)	2,066 D
Common Stock	06/15/2014		M	1,034	A	\$ 0 (3)	3,100 D
Common Stock	06/16/2014		G	3,100	D	\$ 0 (4)	0 D
Common Stock							40,309 I
							By family trust (5)

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- (2) One-third of the restricted stock units granted to the reporting person on June 13, 2012 vested and such vested portion of the restricted stock units settled for shares of the Company's common stock.
- (3) One-third of the restricted stock units granted to the reporting person on June 15, 2011 vested and such vested portion of the restricted stock units settled for shares of the Company's common stock.
- (4) Mr. Casey transferred these shares of common stock by gift to a family trust of which he is a trustee.
- (5) 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.
- (6) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (7) The remainder portion of the restricted stock units will vest as follows: (a) 1,033 shares on June 12, 2015 and (b) 1,034 shares on June 12, 2016. Vested shares will be delivered to the reporting person promptly after the vesting date.
- (8) The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan.
- (9) The remainder portion of the restricted stock units will vest on June 13, 2015. Vested shares will be delivered to the reporting person promptly after the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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