

LOUGHLIN JAMES J  
Form 4  
June 15, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
LOUGHLIN JAMES J

2. Issuer Name and Ticker or Trading Symbol  
CELGENE CORP /DE/ [CELG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O CELGENE CORPORATION, 86 MORRIS AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
06/13/2018

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

(Street)  
SUMMIT, NJ 07901

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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                    | 06/14/2018                           |  | M                              | 300   | A   | \$ 0 (1)   | 34,661 D                          |
| Common Stock                    | 06/15/2018                           |  | M                              | 375   | A   | \$ 0 (2)   | 35,036 D                          |
| Common Stock                    | 06/15/2018                           |  | M                              | 2,066   | A   | \$ 0 (3)   | 37,102 D                          |
| Common Stock                    |                                      |  |                                |   |   | 1,800  | I Family Trust (4)                |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474  
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | V   | (A)    | (D) | Date Exercisable   | Expiration Date |   |                            |
| Restricted Stock Unit                      | (5)  | 06/13/2018                           |  | A                              |   | 1,454  |     | (6)  | (6)             | Common Stock  | 1,454                      |
| Stock Option (right to buy)                | \$ 77.38   | 06/13/2018                           |  | A                              |   | 13,266 |     | (8)  | 06/13/2028      | Common Stock  | 13,266                     |
| Restricted Stock Unit                      | (1) (5) (10)   | 06/14/2018                           |  | M                              |   | 300    |     | (1)  | (1)             | Common Stock  | 300                        |
| Restricted Stock Unit                      | (2) (5) (11)   | 06/15/2018                           |  | M                              |   | 375    |     | (2)  | (2)             | Common Stock  | 375                        |
| Restricted Stock Unit                      | (3) (5) (12)   | 06/15/2018                           |  | M                              |   | 2,066  |     | (3)  | (3)             | Common Stock  | 2,066                      |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

LOUGHLIN JAMES J  
C/O CELGENE CORPORATION  
86 MORRIS AVENUE  
SUMMIT, NJ 07901

## Signatures

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

06/15/2018

\*\*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) One-third of the restricted stock units granted to the reporting person on June 14, 2017 vested and settled for shares of the Company's common stock.
- (2) One-third of the restricted stock units granted to the reporting person June 15, 2016 vested and 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 restricted stock units settled for shares of the Company's common stock.
- (4) 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.
- (5) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (6) The restricted stock units will vest in three annual installments as follows: 484 shares on June 13, 2019; 485 shares on June 13, 2020; and 485 shares on June 13, 2021. Vested shares will be delivered to the reporting person promptly after the vesting date.
- (7) The restricted stock units were issued pursuant to the Company's 2017 Stock Incentive Plan.
- (8) Option is immediately exercisable and will vest on the earlier of June 13, 2019 or the day preceding the date of the next stockholder meeting.
- (9) The option was issued pursuant to the Company's 2017 Stock Incentive Plan.
- (10) The remainder of the restricted stock units will vest in two annual installments as follows: 300 shares on June 14, 2019 and 300 shares on June 14, 2020. Vested shares will be delivered to the reporting person promptly after the vesting date.
- (11) The remainder of the restricted stock units will vest on June 15, 2019. Vested shares will be delivered to the reporting person promptly after the vesting date.
- (12) The remainder of the restricted stock units will vest in annual installments as follows: 2,066 shares on June 15, 2019 and 2,068 shares on June 15, 2020. Vested shares will be delivered promptly to the reporting person after the vesting date.
- (13) The restricted stock units were issued pursuant to the Company's 2017 Stock Incentive Plan (formerly known as the Company's 2008 Stock Incentive Plan).

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.