

Haller Julia A
Form 4
June 15, 2018

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 *
Haller Julia A

(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)
06/13/2018

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 | 06/14/2018 | | M | 300 | A | \$ 0 (1) | 875 D |
| Common Stock | 06/15/2018 | | M | 375 | A | \$ 0 (2) | 1,250 D |

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

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Unit | (3) | 06/13/2018 | | A | 1,454 | (4) (4) | Common Stock 1,454 |
| Stock Option (right to buy) | \$ 77.38 | 06/13/2018 | | A | 13,266 | (6) 06/13/2028 | Common Stock 13,266 |
| Restricted Stock Unit | (1) (3) (8) | 06/14/2018 | | M | 300 | (1) (1) | Common Stock 300 |
| Restricted Stock Unit | (2) (3) (9) | 06/15/2018 | | M | 375 | (2) (2) | Common Stock 375 |

Reporting Owners

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

Haller Julia A
C/O CELGENE CORPORATION
86 MORRIS AVENUE
SUMMIT, NJ 07901

Signatures

/s/ Peter N. Kellogg, 06/15/2018
Attorney-in-Fact

**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) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.

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- (4) 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.
- (5) The restricted stock units were issued pursuant to the Company's 2017 Stock Incentive Plan.
- (6) 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.
- (7) The option was issued pursuant to the Company's 2017 Stock Incentive Plan.
- (8) 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.
- (9) 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.

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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