

Elkins David V
Form 3
August 03, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Elkins David V | | (Month/Day/Year) | CELGENE CORP /DE/ [CELG] | |
| (Last) | (First) | (Middle) | 08/01/2018 | |
| C/O CELGENE CORPORATION,Â 86 MORRIS AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | | |
| | <input type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) (specify below) | | _X_ Form filed by One Reporting Person | |
| | EVP, CHIEF FINANCIAL OFFICER | | ___ Form filed by More than One Reporting Person | |
| SUMMIT,Â NJÂ 07901 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|----------|------------|--------------|---------|------------|----------------------------------|---|
| Stock Option (right to buy) | Â (1)(2) | 08/01/2028 | Common Stock | 103,913 | \$ 90.19 | D | Â |
| Restricted Stock Unit | Â (3) | Â (3) | Common Stock | 74,842 | \$ (4) (5) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Elkins David V C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT,Â NJÂ 07901 | Â | Â | Â EVP, CHIEF FINANCIAL OFFICER | Â |

Signatures

/s/ David V. 08/02/2018
Elkins

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Option is immediately exercisable and will vest in four equal annual installments commencing on August 1, 2019.
- (2) The option was issued pursuant to the Company's 2017 Stock Incentive Plan.
- (3) The restricted stock units will vest in three equal annual installments commencing on August 1, 2019. Vested shares will be delivered to the reporting person on each of the vesting dates.
- (4) The restricted stock units were issued pursuant to the Company's 2017 Stock Incentive Plan.
- (5) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.

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.