

CELGENE CORP /DE/
Form 4
August 02, 2013

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 *
KARSEN PERRY 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)
08/02/2013

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)
see remarks

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/02/2013		M		23,333 A \$ 59.5	23,789	D
Common Stock	08/02/2013		M		69,675 A \$ 56.32	93,464	D
Common Stock	08/02/2013		M		25,000 A \$ 0 ⁽¹⁾	118,464	D
Common Stock	08/02/2013		F		12,962 D \$ 147.35	105,502	D
Common Stock	08/02/2013		S		93,008 D \$ 146.5 ⁽²⁾	12,494	D

Signatures

/s/Robert J Hugin _____ Robert J Hugin,
Attorney-in-Fact

08/02/2013

__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) All of the restricted stock units granted to the reporting person on August 2, 2010 vested and settled for shares of the Company's common stock.

The price reported in Column 4 is a weighted average price. These shares were sold by the reporting person in multiple transactions at prices ranging from \$145.63 to \$148.06, inclusive. The reporting person undertakes to provide to Celgene Corporation (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
 - (2) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
 - (3) The restricted stock units were issued pursuant to the Company's 2008 Incentive Plan (as amended).
 - (4) The option was fully exercisable.
 - (5) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as amended).

Remarks:

Executive Vice President and Chief Operations Officer

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.