BARER SOL J Form 4 December 10, 2007

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BARER SOL J			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Mid		(Middle)	CELGENE CORP /DE/ [CELG]  3. Date of Earliest Transaction	(Check all applicable)		
C/O CELGE CORPORAT AVENUE	ENE	` ,	(Month/Day/Year) 12/10/2007	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chief Executive Officer		
(Street) SUMMIT, NJ 07901			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	canired Disposed of or Reneficially Owne		

(City)	(State)	(Zip) <b>Tabl</b>	e I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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)
Common Stock	12/10/2007		M	7,500	A	\$ 12.585	738,368	D	
Common Stock	12/10/2007		M	392	A	\$ 14.25	738,760	D	

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

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### Edgar Filing: BARER SOL J - Form 4

### 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. Transactic Code (Instr. 8)	5. Number proof 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)		8. I Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 12.585	12/10/2007		M	7,500	<u>(1)</u>	01/04/2015	Common Stock	7,500	\$
Stock Option (right to buy)	\$ 14.25	12/10/2007		M	392	<u>(1)</u>	02/15/2015	Common Stock	392	\$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
2	Director	10% Owner	Officer	Other			
BARER SOL J							
C/O CELGENE CORPORATION	X		Chief Executive Officer				
86 MORRIS AVENUE	Λ		Chief Executive Officer				
SUMMIT, NJ 07901							

Date

# **Signatures**

/s/ Robert J. Hugin, 12/10/2007 Attorney-in-Fact \*\*Signature of Reporting Person

## **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) Option is immediately exercisable.
- (2) The option was issued pursuant to the Company's 1998 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.

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