

CELGENE CORP /DE/
Form 3
December 21, 2007

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)

| | | | | | |
|--|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Burton Graham</p> <p>(Last) (First) (Middle)</p> <p>C/O CELGENE CORPORATION,Â 86 MORRIS AVENUE</p> <p>(Street)</p> <p>SUMMIT,Â NJÂ 07901</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/19/2007</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CELGENE CORP /DE/ [CELG]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See remarks</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|---|

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) |
|------------------------------------|--|---|--|
| Common Stock | 27,599 | D | Â |
| Common Stock | 2,542 | I | 401(k) Plan |

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|---|
| Employee Stock Option (right to buy) | Â <u>(1)(2)</u> | 10/09/2017 | Common Stock | 10,313 | \$ 73.55 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)(3)</u> | 07/10/2017 | Common Stock | 10,312 | \$ 58.53 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)(4)</u> | 04/10/2017 | Common Stock | 10,312 | \$ 58.04 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)(5)</u> | 07/03/2013 | Common Stock | 7,383 | \$ 51.3 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)(6)</u> | 01/09/2017 | Common Stock | 3,750 | \$ 54.85 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)(5)</u> | 11/10/2016 | Common Stock | 1,292 | \$ 55 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)(5)</u> | 07/03/2013 | Common Stock | 4,811 | \$ 41.53 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)(5)</u> | 12/29/2015 | Common Stock | 20,000 | \$ 34.045 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)(5)</u> | 12/29/2015 | Common Stock | 20,000 | \$ 35.67 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)(7)</u> | 10/04/2015 | Common Stock | 7,500 | \$ 26.735 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)(8)</u> | 07/05/2015 | Common Stock | 7,500 | \$ 20.605 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)(9)</u> | 04/05/2015 | Common Stock | 7,500 | \$ 17.115 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)(10)</u> | 01/04/2015 | Common Stock | 7,500 | \$ 12.585 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)(11)</u> | 10/05/2014 | Common Stock | 15,000 | \$ 15.49 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)(12)</u> | 07/06/2014 | Common Stock | 15,000 | \$ 14.1625 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)(13)</u> | 04/06/2014 | Common Stock | 15,000 | \$ 13.0925 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)(14)</u> | 12/15/2013 | Common Stock | 15,000 | \$ 11.2075 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(2)(15)</u> | 07/03/2013 | Common Stock | 159,115 | \$ 7.7825 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Burton Graham C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901 | Â | Â | Â See remarks | Â |

Signatures

/s/ Robert J. Hugin,
attorney-in-fact

12/20/2007

__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 fully exercisable and will vest in four equal annual installments commencing on October 9, 2008.
 - (2) Option was issued pursuant to the Company's 1998 Stock Incentive Plan.
 - (3) Option is fully exercisable and will vest in four equal annual installments commencing on July 10, 2008.
 - (4) Option is fully exercisable and will vest in four equal annual installments commencing on April 10, 2008.
 - (5) Option is fully exercisable and fully vested.
 - (6) Option is fully exercisable and will vest in four equal annual installments commencing on January 9, 2008.
 - (7) Option is fully exercisable and began vesting in four equal annual installments commencing on October 4, 2006.
 - (8) Option is fully exercisable and began vesting in four equal annual installments commencing on July 5, 2006.
 - (9) Option is fully exercisable and began vesting in four equal annual installments commencing on April 5, 2006.
 - (10) Option is fully exercisable and began vesting in four equal annual installments commencing on January 4, 2006.
 - (11) Option is fully exercisable and began vesting in four equal annual installments commencing on October 5, 2005.
 - (12) Option is fully exercisable and began vesting in four equal annual installments commencing on July 6, 2005.
 - (13) Option is fully exercisable and began vesting in four equal annual installments commencing on April 6, 2005.
 - (14) Option is fully exercisable and began vesting in four equal annual installments commencing on December 15, 2004
 - (15) Option is fully exercisable and began vesting in four equal annual installments commencing on July 3, 2004

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Remarks:

Sr. Vice President, Global Regulatory Affairs and Pharmacovigilance; Exhibit List - Exhibit 24 - Power

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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