

KARSEN PERRY A  
 Form 3  
 February 24, 2012

**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 *<br>Â KARSEN PERRY A<br>(Last) (First) (Middle)<br><br>C/O CELGENE CORPORATION,Â 86 MORRIS AVENUE<br>(Street)<br><br>SUMMIT,Â NJÂ 07901<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>02/15/2012 | 3. Issuer Name and Ticker or Trading Symbol<br>CELGENE CORP /DE/ [CELG] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>Chief Operations Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|--|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 1,000  | I   | IRA Account  |
| Common Stock                       | 162  | I   | 401(k) Plan  |
| Common Stock                       | 456  | D   | Â  |

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)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |   |
| Restricted Stock Units                        | Â (1)  | Â (1)              | Common<br>Stock  | 25,000                           | \$ (2)   | D  | Â   |
| Restricted Stock Units                        | Â (3)  | Â (3)              | Common<br>Stock  | 10,000                           | \$ (2)   | D  | Â   |
| Restricted Stock Units                        | Â (4)  | Â (4)              | Common<br>Stock  | 7,777                            | \$ (2)   | D  | Â   |
| Stock Options (right to<br>buy)               | Â (5)  | 08/02/2020         | Common<br>Stock  | 75,000                           | \$ 56.32   | D  | Â   |
| Stock Options (right to<br>buy)               | Â (6)  | 08/02/2020         | Common<br>Stock  | 25,000                           | \$ 56.32   | D  | Â   |
| Stock Options (right to<br>buy)               | Â (7)  | 12/27/2020         | Common<br>Stock  | 35,000                           | \$ 59.5  | D  | Â   |
| Stock Options (right to<br>buy)               | Â (8)  | 12/27/2020         | Common<br>Stock  | 11,667                           | \$ 59.5  | D  | Â   |
| Stock Options (right to<br>buy)               | Â (9)  | 01/31/2021         | Common<br>Stock  | 5,625                            | \$ 51.53   | D  | Â   |
| Stock Options (right to<br>buy)               | Â (10)   | 01/31/2021         | Common<br>Stock  | 1,875                            | \$ 51.53   | D  | Â   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| KARSEN PERRY A<br>C/O CELGENE CORPORATION<br>86 MORRIS AVENUE<br>SUMMIT, NJ 07901 | Â             | Â         | Â Chief<br>Operations<br>Officer | Â     |

## Signatures

\_\_\_\_\_/s/Robert J. Hugin, Attorney-in-fact \_\_\_\_\_ Robert J. Hugin,  
Attorney-in-fact

02/23/2012

\_\_\_\_\_\*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).

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- (1) The restricted stock units vest on August 2, 2013. Shares of common stock will be released to the reporting person on the vesting date.
- (2) The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan. Each share of restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (3) The restricted stock units vest on November 1, 2013. Shares of common stock will be released to the reporting person on the vesting date.
- (4) The restricted stock units vest on December 27, 2013. Shares of common stock will be released to the reporting person on the vesting date.
- (5) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in three equal installments commencing on August 2, 2011.
- (6) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest on August 2, 2014.
- (7) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in three equal installments commencing on December 27, 2011.
- (8) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest on December 27, 2014.
- (9) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in three equal installments commencing on January 31, 2012.
- (10) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest on January 31, 2015.

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### **Remarks:**

Exhibit-24

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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