

CELGENE CORP /DE/

Form 4

February 10, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Alles Mark J

(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)
02/06/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(A) or (D)	Price
Common Stock	02/06/2015		M		4,922	A	\$ 81.555 71,064
Common Stock	02/06/2015		M		4,434	A	\$ 74.3 75,498
Common Stock	02/06/2015		M		1,719	A	\$ 27.275 77,217
Common Stock	02/06/2015		M		444	A	\$ 30.74 77,661
Common Stock	02/06/2015		M		1,290	A	\$ 26.17 78,951

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Common Stock	02/06/2015	M	2,580	A	\$ 28.94	81,531	D	
Common Stock	02/06/2015	M	41,335	A	\$ 29.75	122,866	D	
Common Stock	02/06/2015	M	1,290	A	\$ 25.765	124,156	D	
Common Stock	02/06/2015	M	4,688	A	\$ 36.96	128,844	D	
Common Stock	02/06/2015	M	3,122	A	\$ 36.465	131,966	D	
Common Stock	02/06/2015	M	6,243	A	\$ 34.7	138,209	D	
Common Stock	02/06/2015	M	6,243	A	\$ 36.675	144,452	D	
Common Stock	02/06/2015	M	13,125	A	\$ 40.22	157,577	D	
Common Stock	02/06/2015	M	3,122	A	\$ 49.475	160,699	D	
Common Stock	02/06/2015	M	4,434	A	\$ 59.235	165,133	D	
Common Stock	02/06/2015	M	4,434	A	\$ 71.33	169,567	D	
Common Stock	02/06/2015	M	4,434	A	\$ 78.115	174,001	D	
Common Stock	02/06/2015	S	117,099	D	\$ <u>(1)</u> 120.677	56,902	D	
Common Stock	02/06/2015	A	<u>(2)</u> 30,404	A	\$ 0	87,306	D	
Common Stock	02/06/2015	F	13,666	D	\$ 118.75	73,640	D	
Common Stock						5,461	I	401(k) Plan

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

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(9-02)

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

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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. Transaction Code (Instr. 8)	5. Number of 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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 81.555	02/06/2015		M	4,922	<u>(3)</u>	12/02/2023	Common Stock	4,922
Stock Option (right to buy)	\$ 74.3	02/06/2015		M	4,434	<u>(3)</u>	02/03/2024	Common Stock	4,434
Stock Option (right to buy)	\$ 27.275	02/06/2015		M	1,719	<u>(3)</u>	10/13/2019	Common Stock	1,719
Stock Option (right to buy)	\$ 30.74	02/06/2015		M	444	<u>(3)</u>	04/13/2020	Common Stock	444
Stock Option (right to buy)	\$ 26.17	02/06/2015		M	1,290	<u>(3)</u>	07/13/2020	Common Stock	1,290
Stock Option (right to buy)	\$ 28.94	02/06/2015		M	2,580	<u>(3)</u>	10/12/2020	Common Stock	2,580
Stock Option (right to buy)	\$ 29.75	02/06/2015		M	41,335	<u>(3)</u>	12/27/2020	Common Stock	41,335
Stock Option (right to buy)	\$ 25.765	02/06/2015		M	1,290	<u>(3)</u>	01/31/2021	Common Stock	1,290
Stock Option (right to buy)	\$ 36.96	02/06/2015		M	4,688	<u>(3)</u>	03/01/2022	Common Stock	4,688

Stock Option (right to buy)	\$ 36.465	02/06/2015	M	3,122	<u>(3)</u>	04/30/2022	Common Stock	3,122
Stock Option (right to buy)	\$ 34.7	02/06/2015	M	6,243	<u>(3)</u>	07/30/2022	Common Stock	6,243
Stock Option (right to buy)	\$ 36.675	02/06/2015	M	6,243	<u>(3)</u>	10/31/2022	Common Stock	6,243
Stock Option (right to buy)	\$ 40.22	02/06/2015	M	13,125	<u>(3)</u>	12/17/2022	Common Stock	13,125
Stock Option (right to buy)	\$ 49.475	02/06/2015	M	3,122	<u>(3)</u>	01/28/2023	Common Stock	3,122
Stock Option (right to buy)	\$ 59.235	02/06/2015	M	4,434	<u>(3)</u>	04/29/2023	Common Stock	4,434
Stock Option (right to buy)	\$ 71.33	02/06/2015	M	4,434	<u>(3)</u>	07/29/2023	Common Stock	4,434
Stock Option (right to buy)	\$ 78.115	02/06/2015	M	4,434	<u>(3)</u>	10/28/2023	Common Stock	4,434

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alles Mark J C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901			See Remarks	

Signatures

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

02/10/2015

____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).

The price reported in Column 4 is a weighted average price. These shares were sold by the reporting person pursuant to a rule 10b5-1 plan in multiple transactions at prices ranging from \$118.98 to \$121.70, inclusive. The reporting person undertakes to provide to Celgene

- (1) 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) Represents shares of common stock relating to the 2012-2014 Long Term Incentive Plan and issued under the Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013).
- (3) The option was fully exercisable.
- (4) The option was issued pursuant to the Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013).

Remarks:

President and Chief Operating Officer

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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