

CELGENE CORP /DE/

Form 4

February 02, 2016

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

OMB
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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)
01/29/2016

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 ____ 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 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)
Common Stock	01/29/2016		M	2,634 A	\$ 27.425	120,381	D
Common Stock	01/29/2016		M	4,528 A	\$ 29.02	124,909	D
Common Stock	01/29/2016		M	2,438 A	\$ 24.805	127,347	D
Common Stock	01/29/2016		M	1,266 A	\$ 31.21	128,613	D
Common Stock	01/29/2016		M	2,500 A	\$ 25.18	131,113	D

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Common Stock	01/29/2016	M	1,926	A	\$ 19.235	133,039	D	
Common Stock	01/29/2016	M	2,292	A	\$ 28.495	135,331	D	
Common Stock	01/29/2016	M	1,128	A	\$ 30.74	136,459	D	
Common Stock	01/29/2016	M	1,720	A	\$ 25.765	138,179	D	
Common Stock	01/29/2016	M	1,506	A	\$ 36.96	139,685	D	
Common Stock						5,639	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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 27.425	01/29/2016		M			2,634	<u>(1)</u>	01/09/2017	Common Stock	2,634
Stock Option (right to buy)	\$ 29.02	01/29/2016		M			4,528	<u>(1)</u>	04/10/2017	Common Stock	4,528
Stock Option (right to buy)	\$ 24.805	01/29/2016		M			2,438	<u>(1)</u>	01/08/2018	Common Stock	2,438
	\$ 31.21	01/29/2016		M			1,266	(1)	04/08/2018		1,266

Stock Option (right to buy)								Common Stock	
Stock Option (right to buy)	\$ 25.18	01/29/2016	M	2,500	<u>(1)</u>	01/13/2019	Common Stock	2,500	
Stock Option (right to buy)	\$ 19.235	01/29/2016	M	1,926	<u>(1)</u>	04/01/2019	Common Stock	1,926	
Stock Option (right to buy)	\$ 28.495	01/29/2016	M	2,292	<u>(1)</u>	01/12/2020	Common Stock	2,292	
Stock Option (right to buy)	\$ 30.74	01/29/2016	M	1,128	<u>(1)</u>	04/13/2020	Common Stock	1,128	
Stock Option (right to buy)	\$ 25.765	01/29/2016	M	1,720	<u>(1)</u>	01/31/2021	Common Stock	1,720	
Stock Option (right to buy)	\$ 36.96	01/29/2016	M	1,506	<u>(1)</u>	03/01/2022	Common Stock	1,506	
Stock Option (right to buy)	\$ 100.8	02/01/2016	A	8,625	<u>(3)</u>	02/01/2026	Common Stock	8,625	

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

02/02/2016

____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) The option was fully exercisable.
- (2) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as Amended and Restated as of April 15, 2015).
- (3) Option is immediately exercisable and will vest in four equal annual installments commencing on February 1, 2017.

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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