

CELGENE CORP /DE/

Form 3

June 24, 2016

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 *

Â VESSEY RUPERT

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/15/2016

3. Issuer Name and Ticker or Trading Symbol
CELGENE CORP /DE/ [CELG]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

See remarks

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

C/O CELGENE CORPORATION,Â 86 MORRIS AVENUE

(Street)

SUMMIT,Â NJÂ 07901

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

3,650

D

Â

Common Stock

135

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)	
Stock Option (right to buy)	Â (1)(2)	02/02/2025	Common Stock	19,142	\$ 118.57	D	Â
Stock Option (right to buy)	Â (1)(3)	05/04/2025	Common Stock	3,125	\$ 109.9	D	Â
Stock Option (right to buy)	Â (1)(4)	07/27/2025	Common Stock	3,125	\$ 132.56	D	Â
Stock Option (right to buy)	Â (1)(5)	11/09/2025	Common Stock	3,125	\$ 114.08	D	Â
Stock Option (right to buy)	Â (1)(6)	02/01/2026	Common Stock	3,125	\$ 100.8	D	Â
Stock Option (right to buy)	Â (1)(7)	05/02/2026	Common Stock	12,906	\$ 104.97	D	Â
Restricted Stock Unit	Â (8)	Â (8)	Common Stock	11,246	\$ (9) (10)	D	Â
Restricted Stock Unit	Â (11)	Â (11)	Common Stock	781	\$ (9) (10)	D	Â
Restricted Stock Unit	Â (12)	Â (12)	Common Stock	5,350	\$ (9) (10)	D	Â
Restricted Stock Unit	Â (13)	Â (13)	Common Stock	6,731	\$ (9) (10)	D	Â

Reporting Owners

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

Signatures

/s/ Rupert Vessey _____ Rupert Vessey 06/23/2016

____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 option was issued pursuant to the Company's 2008 Stock Incentive Plan (as amended and restated as of April 15, 2015).
- (2) The option is immediately exercisable and will vest in four equal annual installments commencing on February 2, 2016.
- (3) The option is immediately exercisable and will vest in four equal annual installments commencing on May 4, 2016.
- (4) The option is immediately exercisable and will vest in four equal annual installments commencing on July 27, 2016.
- (5) The option is immediately exercisable and will vest in four equal annual installments commencing on November 9, 2016.
- (6) The option is immediately exercisable and will vest in four equal annual installments commencing on February 1, 2017.
- (7) The option is immediately exercisable and will vest in four equal annual installments commencing on May 2, 2017.
- (8) The restricted stock units will vest in two annual installments as follows: 5,622 shares on February 2, 2017; 5,623 shares on February 2, 2018. Vested shares will be delivered to the reporting person promptly after the vesting date.
- (9) The restricted stock unit was issued pursuant to the Company's 2008 Stock Incentive Plan (as amended and restated as of April 15, 2015).
- (10) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (11) The restricted stock units vest on May 4, 2018. Vested shares will be delivered to the reporting person on the vesting date.
- (12) The restricted stock units vest on December 16, 2018. Vested shares will be delivered to the reporting person on the vesting date.
- (13) The restricted stock units vest on May 2, 2019. Vested shares will be delivered to the reporting person on the vesting date.

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Remarks:

President,Â ResearchÂ andÂ EarlyÂ Development

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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