BARER SOL J Form 5

February 14, 2007 FORM 5

OMB APPROVAL

OMB

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

3235-0362 Number: January 31, Expires:

2005

no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and A BARER SO	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol CELGENE CORP /DE/ [CELG] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O CELGE CORPORA AVENUE		(Middle) MORRIS		X Director 10% Owner Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)			
SUMMIT,Â	NJÂ 07901			Y Form Filed by One Reporting Person			

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(City) (State) (Zip) 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. Securiti (A) or Dis (D) (Instr. 3, 4)	sposed and 5 (A) or	of	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/31/2006	Â	G <u>(1)</u>	16,080	D	\$0	1,194,638	D	Â
Common Stock	11/10/2006	Â	G <u>(1)</u>	20,884	D	\$0	1,194,638	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	60,235	I	401(k) Plan

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

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SEC 2270 (9-02)

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	
Derivative	Conversion	(Month/Day/Year)	•	Transaction	Number	Expiration D		Amou		Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	, ,	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
					,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	1 itie	Number		
									of		
					(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BARER SOL J C/O CELGENE CORPORATION **86 MORRIS AVENUE**

ÂX Chief Executive Officer Â

SUMMIT, NJÂ 07901

Signatures

/s/ Robert J. Hugin, 02/14/2007 Attorney-in-Fact

**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) Gift to a Foundation. Dr. Barer is a Trustee but is not deemed to hold a pecuniary interest in the Foundation.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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