

Dietl Deanna
 Form 4
 September 03, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Dietl Deanna

(Last) (First) (Middle)
 MEDAREX, INC., 707 STATE ROAD
 (Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 MEDAREX INC [MEDX]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/01/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Option (Right to Buy)	\$ 10.06	09/01/2009	D		15,000	<u>(1)</u>	09/05/2015	Common Stock	15,000
Stock Option (Right to Buy)	\$ 9.56	09/01/2009	D		2,826	<u>(2)</u>	07/27/2016	Common Stock	2,826
Stock Option (Right to Buy)	\$ 9.56	09/01/2009	D		17,174	<u>(3)</u>	07/27/2016	Common Stock	17,174
Stock Option (Right to Buy)	\$ 9.07	09/01/2009	D		15,536	<u>(4)</u>	03/02/2018	Common Stock	15,536
Stock Option (Right to Buy)	\$ 7.04	09/01/2009	D		3,959	<u>(5)</u>	07/10/2012	Common Stock	3,959
Stock Option (Right to Buy)	\$ 6.7	09/01/2009	D		10,938	<u>(6)</u>	11/23/2013	Common Stock	10,938
Stock Option (Right to Buy)	\$ 6.46	09/01/2009	D		4,062	<u>(7)</u>	11/23/2013	Common Stock	4,062
Stock Option (Right to Buy)	\$ 6.37	09/01/2009	D		6,041	<u>(8)</u>	07/10/2012	Common Stock	6,041
Stock Option (Right to Buy)	\$ 6.33	09/01/2009	D		9,200	<u>(9)</u>	09/07/2013	Common Stock	9,200
Stock Option	\$ 5.61	09/01/2009	D		13,000	<u>(10)</u>	07/25/2014	Common Stock	13,000

(Right to Buy)

Stock Option (Right to Buy)	\$ 5.19	09/01/2009	D	10,000	(11)	03/30/2019	Common Stock	10,000
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Stock Option (Right to Buy)	\$ 3.72	09/01/2009	D	23,300	(12)	03/04/2019	Common Stock	23,300
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Stock Option (Right to Buy)	\$ 3.43	09/01/2009	D	5,000	(13)	10/31/2009	Common Stock	5,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dietl Deanna MEDAREX, INC. 707 STATE ROAD PRINCETON, NJ 08540			VP, Human Resources	

Signatures

Beth Behrend,
Attorney-in-Fact

09/03/2009

**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) This option was canceled in the merger in exchange for a cash payment of \$89,100.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.

(2) This option was canceled in the merger in exchange for a cash payment of \$18,213.57, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.

(3) This option was canceled in the merger in exchange for a cash payment of \$110,686.43, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.

(4) This option was canceled in the merger in exchange for a cash payment of \$107,742.16, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.

(5) This option was canceled in the merger in exchange for a cash payment of \$35,472.64, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.

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- (6) This option was canceled in the merger in exchange for a cash payment of \$101,723.40, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.
- (7) This option was canceled in the merger in exchange for a cash payment of \$38,771.79, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.
- (8) This option was canceled in the merger in exchange for a cash payment of \$58,174.83, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.
- (9) This option was canceled in the merger in exchange for a cash payment of \$88,964.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.
- (10) This option was canceled in the merger in exchange for a cash payment of \$135,135.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.
- (11) This option was canceled in the merger in exchange for a cash payment of \$108,150.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.
- (12) This option was canceled in the merger in exchange for a cash payment of \$286,124.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.
- (13) This option was canceled in the merger in exchange for a cash payment of \$62,850.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.

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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