

Alles Mark J
 Form 3
 February 24, 2012

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Alles Mark J | | (Month/Day/Year) | CELGENE CORP /DE/ [CELG] | |
| (Last) | (First) | (Middle) | 02/15/2012 | |
| C/O CELGENE CORPORATION,Â 86 MORRIS AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SUMMIT,Â NJÂ 07901 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Commercial Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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 | 2,409 | 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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------|---------------------|--------------------|-----------------|----------------------------------|---------------|--|---|
| Restricted Stock Unit | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 3,056 | \$ <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 4,583 | \$ <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 10,000 | \$ <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 7,777 | \$ <u>(2)</u> | D | Â |
| Stock Options (right to buy) | Â <u>(6)</u> | 01/09/2017 | Common Stock | 1,875 | \$ 54.85 | D | Â |
| Stock Options (right to buy) | Â <u>(6)</u> | 04/10/2017 | Common Stock | 3,657 | \$ 58.04 | D | Â |
| Stock Options (right to buy) | Â <u>(6)</u> | 07/10/2017 | Common Stock | 3,657 | \$ 58.53 | D | Â |
| Stock Options (right to buy) | Â <u>(6)</u> | 09/21/2017 | Common Stock | 7,500 | \$ 70.63 | D | Â |
| Stock Options (right to buy) | Â <u>(6)</u> | 10/09/2017 | Common Stock | 4,875 | \$ 73.55 | D | Â |
| Stock Options (right to buy) | Â <u>(6)</u> | 11/23/2017 | Common Stock | 7,500 | \$ 62.35 | D | Â |
| Stock Options (right to buy) | Â <u>(6)</u> | 01/08/2018 | Common Stock | 2,438 | \$ 49.61 | D | Â |
| Stock Options (right to buy) | Â <u>(7)</u> | 04/08/2018 | Common Stock | 3,025 | \$ 62.42 | D | Â |
| Stock Options (right to buy) | Â <u>(8)</u> | 07/08/2018 | Common Stock | 5,000 | \$ 71.82 | D | Â |
| Stock Options (right to buy) | Â <u>(9)</u> | 10/14/2018 | Common Stock | 5,000 | \$ 57.8 | D | Â |
| Stock Options (right to buy) | Â <u>(10)</u> | 01/13/2019 | Common Stock | 1,250 | \$ 50.36 | D | Â |
| Stock Options (right to buy) | Â <u>(6)</u> | 01/13/2019 | Common Stock | 2,500 | \$ 50.36 | D | Â |
| Stock Options (right to buy) | Â <u>(11)</u> | 04/01/2019 | Common Stock | 18,750 | \$ 38.47 | D | Â |
| Stock Options (right to buy) | Â <u>(12)</u> | 04/14/2019 | Common Stock | 3,438 | \$ 39.01 | D | Â |
| Stock Options (right to buy) | Â <u>(13)</u> | 07/14/2019 | Common Stock | 4,583 | \$ 46.02 | D | Â |

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| | | | | | | | |
|------------------------------|---------------|------------|--------------|--------|----------|---|---|
| Stock Options (right to buy) | Â <u>(14)</u> | 10/13/2019 | Common Stock | 4,583 | \$ 54.55 | D | Â |
| Stock Options (right to buy) | Â <u>(15)</u> | 01/12/2020 | Common Stock | 1,146 | \$ 56.99 | D | Â |
| Stock Options (right to buy) | Â <u>(16)</u> | 01/12/2020 | Common Stock | 3,438 | \$ 56.99 | D | Â |
| Stock Options (right to buy) | Â <u>(17)</u> | 04/13/2020 | Common Stock | 3,437 | \$ 61.48 | D | Â |
| Stock Options (right to buy) | Â <u>(18)</u> | 07/13/2020 | Common Stock | 3,437 | \$ 52.34 | D | Â |
| Stock Options (right to buy) | Â <u>(19)</u> | 10/12/2020 | Common Stock | 3,438 | \$ 57.88 | D | Â |
| Stock Options (right to buy) | Â <u>(20)</u> | 12/27/2020 | Common Stock | 46,667 | \$ 59.5 | D | Â |
| Stock Options (right to buy) | Â <u>(21)</u> | 01/31/2021 | Common Stock | 860 | \$ 51.53 | D | Â |
| Stock Options (right to buy) | Â <u>(22)</u> | 01/31/2021 | Common Stock | 2,578 | \$ 51.53 | D | Â |

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 | Â | Â | Â Chief Commercial Officer | Â |

Signatures

____/s/Robert J. Hugin, Attorney-in-fact _____ Robert J. Hugin, 02/23/2012
 Attorney-in-fact

____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).
- (1) The restricted stock units vest on April 14, 2012. Shares of common stock will be released to the reporting person on the vesting date.
 - (2) The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan. Each share of restricted stock unit represents a contingent right to receive one share of the Company's common stock.
 - (3) The restricted stock units vest on April 13, 2013. Shares of common stock will be released to the reporting person on the vesting date.
 - (4) The restricted stock units vest on November 1, 2013. Shares of common stock will be released to the reporting person on the vesting date.
 - (5) The restricted stock units vest on December 27, 2013. Shares of common stock will be released to the reporting person on the vesting date.

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- (6) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and fully vested.
- (7) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on April 8, 2009.
- (8) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on July 8, 2009.
- (9) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on October 14, 2009.
- (10) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest on January 13, 2013.
- (11) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are exercisable immediately and will vest in three equal installments commencing on April 1, 2011.
- (12) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on April 14, 2010.
- (13) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on July 14, 2010.
- (14) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on October 13, 2010.
- (15) Stock Options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest on January 12, 2014.
- (16) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in three equal installments commencing on January 12, 2011.
- (17) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on April 13, 2011.
- (18) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on July 13, 2011.
- (19) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on October 12, 2011.
- (20) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on December 27, 2011.
- (21) Stock Options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest on January 31, 2015.
- (22) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in three equal installments commencing on January 31, 2012.

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Remarks:

Exhibit-24

Note: File three copies of this Form, one of which must be manually signed. If space 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.