

CELGENE CORP /DE/  
Form 3  
August 05, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**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 <b>and</b> Ticker or Trading Symbol	
Â Smith Scott Andrew		(Month/Day/Year)	CELGENE CORP /DE/ [CELG]	
(Last)	(First)	(Middle)	08/01/2014	
86 MORRIS AVENUE,Â C/O		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
CELGENE CORP				
(Street)		(Check all applicable)		
SUMMIT,Â NJÂ 07901		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	See Remarks	<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**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	2,325	I	401(k) Plan

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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 Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Unit	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	6,400	\$ <u>(2)</u>	D	Â
Restricted Stock Unit	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	3,750	\$ <u>(2)</u>	D	Â
Restricted Stock Unit	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	10,000	\$ <u>(2)</u>	D	Â
Restricted Stock Unit	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	5,000	\$ <u>(2)</u>	D	Â
Restricted Stock Unit	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	10,000	\$ <u>(2)</u>	D	Â
Restricted Stock Unit	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	6,666	\$ <u>(2)</u>	D	Â
Restricted Stock Unit	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	6,670	\$ <u>(2)</u>	D	Â
Stock Options (right to buy)	Â <u>(9)</u>	02/03/2024	Common Stock	10,000	\$ 74.3	D	Â
Stock Options (right to buy)	Â <u>(10)</u>	12/02/2023	Common Stock	15,000	\$ 81.55	D	Â
Stock Options (right to buy)	Â <u>(11)</u>	10/28/2023	Common Stock	10,000	\$ 78.115	D	Â
Stock Options (right to buy)	Â <u>(12)</u>	07/29/2023	Common Stock	10,000	\$ 71.33	D	Â
Stock Options (right to buy)	Â <u>(13)</u>	04/29/2023	Common Stock	10,000	\$ 59.235	D	Â
Stock Options (right to buy)	Â <u>(14)</u>	01/28/2023	Common Stock	5,000	\$ 49.475	D	Â
Stock Options (right to buy)	Â <u>(15)</u>	12/17/2022	Common Stock	15,000	\$ 40.22	D	Â
Stock Options (right to buy)	Â <u>(16)</u>	10/31/2022	Common Stock	5,000	\$ 36.675	D	Â
Stock Options (right to buy)	Â <u>(17)</u>	07/30/2022	Common Stock	5,000	\$ 34.7	D	Â
Stock Options (right to buy)	Â <u>(18)</u>	04/30/2022	Common Stock	5,000	\$ 36.465	D	Â
Stock Options (right to buy)	Â <u>(19)</u>	01/30/2022	Common Stock	5,000	\$ 36.36	D	Â
Stock Options (right to buy)	Â <u>(20)</u>	11/30/2021	Common Stock	20,000	\$ 31.54	D	Â

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Stock Options (right to buy)	Â (21)	10/31/2021	Common Stock	5,000	\$ 32.415	D	Â
Stock Options (right to buy)	Â (22)	08/01/2021	Common Stock	5,000	\$ 29.235	D	Â
Stock Options (right to buy)	Â (23)	05/02/2021	Common Stock	5,000	\$ 29.89	D	Â
Stock Options (right to buy)	Â (24)	01/31/2021	Common Stock	12,100	\$ 25.765	D	Â
Stock Options (right to buy)	Â (25)	10/12/2020	Common Stock	12,100	\$ 28.94	D	Â
Stock Options (right to buy)	Â (26)	07/13/2020	Common Stock	12,100	\$ 26.17	D	Â
Stock Options (right to buy)	Â (27)	04/13/2020	Common Stock	12,100	\$ 30.74	D	Â
Stock Options (right to buy)	Â (28)	01/12/2020	Common Stock	2,750	\$ 28.495	D	Â
Stock Options (right to buy)	Â (29)	07/14/2019	Common Stock	646	\$ 23.01	D	Â
Stock Options (right to buy)	Â (30)	04/14/2019	Common Stock	2,750	\$ 19.505	D	Â
Stock Options (right to buy)	Â (31)	01/31/2019	Common Stock	1,250	\$ 25.18	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Scott Andrew 86 MORRIS AVENUE C/O CELGENE CORP SUMMIT, NJ 07901	Â	Â	Â See Remarks	Â

## Signatures

/s/Mark Alles \_\_\_\_\_ Mark Alles, 08/05/2014  
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 December 23, 2016. Vested shares will be delivered to the reporting person on the vested date.
  - (2) The restricted stock units were issued pursuant to The Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013). Each restricted stock unit represents a contingent right to received one share of the Company's common stock.

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- (3) The restricted stock units vest on December 2, 2016. Vested shares will be delivered to the reporting person on the vested date.
- (4) The restricted stock units vest on April 29, 2016. Vested shares will be delivered to the reporting person on the vested date.
- (5) The restricted stock units vest on December 17, 2015. Vested shares will be delivered to the reporting person on the vested date.
- (6) The restricted stock units vest on December 3, 2015. Vested shares will be delivered to the reporting person on the vested date.
- (7) The restricted stock units vest on April 30, 2015. Vested shares will be delivered to the reporting person on the vested date.
- (8) The restricted stock units vest on November 30, 2014. Vested shares will be delivered to the reporting person on the vested date.
- (9) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on February 3, 2015.
- (10) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on December 2, 2014.
- (11) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on October 28, 2014.
- (12) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on July 29, 2014.
- (13) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on April 29, 2014.
- (14) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on January 28, 2014.
- (15) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on December 17, 2013.
- (16) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on October 31, 2013.
- (17) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on July 30, 2013.
- (18) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on April 30, 2013.
- (19) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on January 30, 2013.
- (20) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on November 30, 2012.
- (21) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on October 31, 2012.
- (22) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on August 1, 2012.
- (23) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on May 2, 2012.
- (24) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on January 31, 2012.
- (25) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on October 12, 2011.
- (26) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on July 13, 2011.
- (27) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on April 13, 2011.
- (28) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on January 12, 2011.

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- (29) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on July 14, 2010.
- (30) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on April 14, 2010.
- (31) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on January 13, 2010.

^

**Remarks:**

FORM 1 OF 2

President Inflammation & Immunology

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.