Burton Graham
Form 4
June 09, 2009

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Burton Graham

(Last) (First) (Middle)

C/O CELGENE CORPORATION, 86 MORRIS AVENUE

(Street)

SUMMIT, NJ 07901

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/05/2009		M		1,000	A	$ 7.7825	92,428	D	
Common Stock	06/05/2009		F		175 (1)	D	$ 44.35	92,253	D	
Common Stock	06/05/2009		M		11,248	A	$ 13.0925	103,501	D	
Common Stock	06/05/2009		F		6,825 (2)	D	$ 44.35	96,676	D	
Common Stock	06/05/2009		M		11,408	A	$ 14.1625	108,084	D	

Common Stock	06/05/2009		F		6,464 (3)	D	$ 44.35	101,620	D	
Common Stock								2,994	I	401(k) Plan

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option (right to buy)	$ 7.7825	06/05/2009		M			1,000	(4)	07/03/2013	Common Stock	1,0
Employee Stock Option (right to buy)	$ 44.35	06/05/2009		A		175		12/05/2009	07/03/2013	Common Stock	17
Employee Stock Option (right to buy)	$ 13.0925	06/05/2009		M			11,248	(4)	04/06/2014	Common Stock	11,
Employee Stock Option (right to buy)	$ 44.35	06/05/2009		A		6,825		12/05/2009	04/06/2014	Common Stock	6,8
Employee Stock Option (right to	$ 14.1625	06/05/2009		M			11,408	(4)	07/06/2014	Common Stock	11,

buy)									
Employee Stock Option (right to buy)	$ 44.35	06/05/2009		A	6,464	12/05/2009	07/06/2014	Common Stock	6,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burton Graham C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901			See Remarks	

Signatures

/s/ Robert J. Hugin, attorney-in-fact	06/09/2009
**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 transaction reflects the exercise of options resulting in the acquisition of 825 shares. No shares were sold in the open market.

(2) This transaction reflects the exercise of options resulting in the acquisition of 4,423 shares. No shares were sold in the open market.

(3) This transaction reflects the exercise of options resulting in the acquisition of 4,944 shares. No shares were sold in the open market.

(4) The option was fully exercisable.

(5) The option was issued pursuant to the Company's 2008 Stock Incentive Plan.

Remarks:
Sr. Vice President, Global Regulatory Affairs and Pharmacovigilance

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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