

CELGENE CORP /DE/  
Form 4  
May 03, 2006

# FORM 4

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

OMB APPROVAL

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## 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 \*  
JACKSON JOHN W

(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)  
05/01/2006

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)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/01/2006		M		11,896 A \$ 8.405	1,358,270	D
Common Stock	05/01/2006		F		2,390 <sup>(1)</sup> D \$ 41.82	1,355,880	D
Common Stock	05/01/2006		M		8,988 A \$ 11.125	1,364,868	D
Common Stock	05/01/2006		F		2,390 <sup>(2)</sup> D \$ 41.82	1,362,478	D
Common Stock	05/01/2006		M		600,000 A \$ 16.3438	1,962,478	D

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Common Stock	05/01/2006	F	<u>403,902</u> <sup>(3)</sup>	D	\$ 41.82	1,558,576	D	
Common Stock	05/01/2006	M	212,100	A	\$ 8.405	1,770,676	D	
Common Stock	05/01/2006	F	<u>121,178</u> <sup>(4)</sup>	D	\$ 41.82	1,649,498	D	
Common Stock	05/01/2006	M	100,000	A	\$ 11.2775	1,749,498	D	
Common Stock	05/01/2006	F	<u>60,817</u> <sup>(5)</sup>	D	\$ 41.82	1,688,681	D	
Common Stock	05/01/2006	M	100,000	A	\$ 11.2075	1,788,681	D	
Common Stock	05/01/2006	F	<u>60,727</u> <sup>(6)</sup>	D	\$ 41.82	1,727,954	D	
Common Stock	05/01/2006	M	391,012	A	\$ 11.125	2,118,966	D	
Common Stock	05/01/2006	F	<u>237,039</u> <sup>(7)</sup>	D	\$ 41.82	1,881,927	D	
Common Stock	05/01/2006	M	100,000	A	\$ 13.0925	1,981,927	D	
Common Stock	05/01/2006	F	<u>63,146</u> <sup>(8)</sup>	D	\$ 41.82	1,918,781	D	
Common Stock	05/01/2006	M	66,666	A	\$ 14.1625	1,985,447	D	
Common Stock	05/01/2006	F	<u>43,012</u> <sup>(9)</sup>	D	\$ 41.82	1,942,435	D	
Common Stock						3,000	I	Trust for son <sup>(10)</sup>
Common Stock						3,264	I	401(k) Plan

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

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(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 (Instr. 3)	2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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Derivative Security	(Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	
	Code	V	(A) (D)				
Employee Stock Option (right to buy)	\$ 8.405	05/01/2006	M	11,896	<u>(11)</u>	06/10/2013	Common Stock
Employee Stock Option (right to buy)	\$ 41.82	05/01/2006	A	2,390	11/01/2006	06/10/2013	Common Stock
Employee Stock Option (right to buy)	\$ 11.125	05/01/2006	M	8,988	<u>(11)</u>	01/21/2014	Common Stock
Employee Stock Option (right to buy)	\$ 41.82	05/01/2006	A	2,390	11/01/2006	01/21/2014	Common Stock
Employee Stock Option (right to buy)	\$ 16.3438	05/01/2006	M	600,000	<u>(11)</u>	09/19/2010	Common Stock
Employee Stock Option (right to buy)	\$ 41.82	05/01/2006	A	403,902	11/01/2006	09/19/2010	Common Stock
Employee Stock Option (right to buy)	\$ 8.405	05/01/2006	M	212,100	<u>(11)</u>	06/10/2013	Common Stock
Employee Stock Option (right to buy)	\$ 41.82	05/01/2006	A	121,178	11/01/2006	06/10/2013	Common Stock
Employee Stock	\$ 11.2775	05/01/2006	M	100,000	<u>(11)</u>	09/15/2013	Common Stock

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Option (right to buy)								
Employee Stock Option (right to buy)	\$ 41.82	05/01/2006	A	60,817		11/01/2006	09/15/2013	Common Stock
Employee Stock Option (right to buy)	\$ 11.2075	05/01/2006	M	100,000	(11)		12/15/2013	Common Stock
Employee Stock Option (right to buy)	\$ 41.82	05/01/2006	A	60,727		11/01/2006	12/15/2013	Common Stock
Employee Stock Option (right to buy)	\$ 11.125	05/01/2006	M	391,012	(11)		01/21/2014	Common Stock
Employee Stock Option (right to buy)	\$ 41.82	05/01/2006	A	237,039		11/01/2006	01/21/2014	Common Stock
Employee Stock Option (right to buy)	\$ 13.0925	05/01/2006	M	100,000	(11)		04/06/2014	Common Stock
Employee Stock Option (right to buy)	\$ 41.82	05/01/2006	A	63,146		11/01/2006	04/06/2014	Common Stock
Employee Stock Option (right to buy)	\$ 14.1625	05/01/2006	M	66,666	(11)		07/06/2014	Common Stock
Employee Stock Option	\$ 41.82	05/01/2006	A	43,012		11/01/2006	07/06/2014	Common Stock

