

CELGENE CORP /DE/
Form 4
September 09, 2005

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 *
BARER SOL J

(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)
09/07/2005

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)
Chief Operating Officer

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/07/2005		M		25,000 A \$ 8.825	307,312	D
Common Stock	09/07/2005		F		13,833 (1) D \$ 52.7	293,479	D
Common Stock	09/07/2005		M		25,000 A \$ 8.865	318,479	D
Common Stock	09/07/2005		F		13,843 (2) D \$ 52.7	304,636	D
Common Stock	09/07/2005		M		25,000 A \$ 10.805	329,636	D

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Common Stock	09/07/2005	F	<u>14,337</u> ⁽³⁾	D	\$ 52.7	315,299	D	
Common Stock	09/07/2005	M	91,960	A	\$ 12.4375	407,259	D	
Common Stock	09/07/2005	F	<u>54,267</u> ⁽⁴⁾	D	\$ 52.7	352,992	D	
Common Stock	09/07/2005	M	92,638	A	\$ 13.58	445,630	D	
Common Stock	09/07/2005	F	<u>55,744</u> ⁽⁵⁾	D	\$ 52.7	389,886	D	
Common Stock	09/07/2005	M	31,902	A	\$ 16.81	421,788	D	
Common Stock	09/07/2005	F	<u>20,245</u> ⁽⁶⁾	D	\$ 52.7	401,543	D	
Common Stock	09/07/2005	<u>J</u> ⁽⁹⁾	<u>0</u> ⁽⁹⁾	D	<u>0</u>	250,000 ⁽⁷⁾	I	By spouse

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 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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8.825	09/07/2005		M		<u>(8)</u> 06/18/2012	Common Stock 25,000
Employee Stock Option (right to buy)	\$ 52.7	09/07/2005		A		03/07/2006 06/18/2012	Common Stock 13,833

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Employee Stock Option (right to buy)	\$ 8.865	09/07/2005	M	25,000	<u>(8)</u>	10/22/2012	Common Stock	25
Employee Stock Option (right to buy)	\$ 52.7	09/07/2005	A	13,843	03/07/2006	10/22/2012	Common Stock	13
Employee Stock Option (right to buy)	\$ 10.805	09/07/2005	M	25,000	<u>(8)</u>	12/31/2012	Common Stock	25
Employee Stock Option (right to buy)	\$ 52.7	09/07/2005	A	14,337	03/07/2006	12/31/2012	Common Stock	14
Employee Stock Option (right to buy)	\$ 12.4375	09/07/2005	M	91,960	<u>(8)</u>	01/17/2011	Common Stock	91
Employee Stock Option (right to buy)	\$ 52.7	09/07/2005	A	54,267	03/07/2006	01/17/2011	Common Stock	54
Employee Stock Option (right to buy)	\$ 13.58	09/07/2005	M	92,638	<u>(8)</u>	01/25/2012	Common Stock	92
Employee Stock Option (right to buy)	\$ 52.7	09/07/2005	A	55,744	03/07/2006	01/25/2012	Common Stock	55
Employee Stock Option (right to buy)	\$ 16.81	09/07/2005	M	31,902	<u>(8)</u>	06/10/2013	Common Stock	31
	\$ 52.7	09/07/2005	A	20,245	03/07/2006	06/10/2013		20

Employee
 Stock
 Option
 (right to
 buy)

Common
 Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARER SOL J C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	X		Chief Operating Officer	

Signatures

/s/ Robert J. Hugin,
 Attorney-in-Fact

09/08/2005

__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 resultinig in the acquisition of 11,167 shares. No shares were sold in the open market.
- (2) This transaction reflects the exercise of options resulting in the acquisition of 11,157 shares. No shares were sold in the open market.
- (3) This transaction reflects the exercise of options resulting in the acquisition of 10,663 shares. No shares were sold in the open market.
- (4) This transaction reflects the exercise of options resulting in the acquisition of 37,693 shares. No shares were sold in the open market.
- (5) This transaction reflects the exercise of options resulting in the acquisition of 36,894 shares. No shares were sold in the open market.
- (6) The transaction reflects the exercise of options resulting in the acquisition of 11,657 shares. No shares were sold in the market.
- (7) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an omission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (8) Grant was fully exercisable.
- (9) This row solely used to report indirect ownership of shares previously acquired.

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.