

HUGIN ROBERT J  
Form 4  
June 22, 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 \*  
HUGIN ROBERT J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O CELGENE CORPORATION, 86 MORRIS AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
06/20/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President, COO, CFO

(Street)  
SUMMIT, NJ 07901

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/20/2006		M		113,712 A \$ 11.125	343,432	D
Common Stock	06/20/2006		F		68,716 (1) D \$ 42.39	274,716	D
Common Stock	06/20/2006		M		40,000 A \$ 11.2075	314,716	D
Common Stock	06/20/2006		F		24,213 (2) D \$ 42.39	290,503	D
Common Stock	06/20/2006		M		40,000 A \$ 11.2775	330,503	D

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Common Stock	06/20/2006	F	<u>24,249</u> <sup>(3)</sup>	D	\$ 42.39	306,254	D	
Common Stock	06/20/2006	M	40,000	A	\$ 13.0925	346,254	D	
Common Stock	06/20/2006	F	<u>25,168</u> <sup>(4)</sup>	D	\$ 42.39	321,086	D	
Common Stock	06/20/2006	M	26,666	A	\$ 14.1625	347,752	D	
Common Stock	06/20/2006	F	<u>17,139</u> <sup>(5)</sup>	D	\$ 42.39	330,613	D	
Common Stock	06/20/2006	M	104,774	A	\$ 16.3438	435,387	D	
Common Stock	06/20/2006	F	<u>70,235</u> <sup>(6)</sup>	D	\$ 42.39	365,152	D	
Common Stock						4,800 <sup>(7)</sup>	I	by children
Common Stock						11,719	I	401(k) Plan

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

**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.**

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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
Employee Stock Option (right to buy)	\$ 11.125	06/20/2006		M	113,712	<sup>(8)</sup> 01/21/2014	Common Stock
Employee Stock Option (right to buy)	\$ 42.39	06/20/2006		A	68,716	12/20/2006 01/21/2014	Common Stock

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Employee Stock Option (right to buy)	\$ 11.2075	06/20/2006	M	40,000	(8)	12/15/2013	Common Stock
Employee Stock Option (right to buy)	\$ 42.39	06/20/2006	A	24,213	12/20/2006	12/15/2013	Common Stock
Employee Stock Option (right to buy)	\$ 11.2775	06/20/2006	M	40,000	(8)	09/15/2013	Common Stock
Employee Stock Option (right to buy)	\$ 42.39	06/20/2006	A	24,249	12/20/2006	09/15/2013	Common Stock
Employee Stock Option (right to buy)	\$ 13.0925	06/20/2006	M	40,000	(8)	04/06/2014	Common Stock
Employee Stock Option (right to buy)	\$ 42.39	06/20/2006	A	25,168	12/20/2006	04/06/2014	Common Stock
Employee Stock Option (right to buy)	\$ 14.1625	06/20/2006	M	26,666	(8)	07/06/2014	Common Stock
Employee Stock Option (right to buy)	\$ 42.39	06/20/2006	A	17,139	12/20/2006	07/06/2014	Common Stock
Employee Stock Option (right to buy)	\$ 16.3438	06/20/2006	M	104,774	(8)	09/19/2010	Common Stock
	\$ 42.39	06/20/2006	A	70,235	12/20/2006	09/19/2010	

