

VESSEY RUPERT  
Form 4  
May 08, 2018

**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 \*  
VESSEY RUPERT

(Last) (First) (Middle)  
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)  
05/04/2018

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |                                   |
| Common Stock                    | 05/04/2018                           |  | M                              | 781 A \$ 0 <sup>(1)</sup>   | 3,731   | D  |                                   |
| Common Stock                    | 05/04/2018                           |  | F                              | 384 D \$ 86.89  | 3,347   | D  |                                   |
| Common Stock                    | 05/04/2018                           |  | M                              | 2,344 A <sup>(2)</sup>  | 5,691   | D  |                                   |
| Common Stock                    | 05/04/2018                           |  | F                              | 1,154 D \$ 86.89  | 4,537   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 417   | I  | 401(k) Plan                       |

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit                      | <u>(1)</u> <u>(3)</u>                                  | 05/04/2018                           |  | M                              | 781   | <u>(1)</u> <u>(1)</u>                                    | Common Stock  | 781                           |
| Performance Stock Unit                     | <u>(2)</u> <u>(5)</u>                                  | 05/04/2018                           |  | M                              | 2,344   | <u>(2)</u> <u>(2)</u>                                    | Common Stock  | 2,344                         |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |         |                |
|---|---------------|-----------|---------|----------------|
|   | Director      | 10% Owner | Officer | Other          |
| VESSEY RUPERT<br>86 MORRIS AVENUE<br>SUMMIT, NJ 07901 |               |           |         | SEE<br>REMARKS |

## Signatures

/s/ Mark Alles,  
Attorney-in-Fact

05/08/2018

\*\*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) The restricted stock units granted to the reporting person on May 4, 2015 have vested and settled for shares of the Company's common stock.
- (2) The performance stock units granted to the reporting person on May 4, 2015, vested and settled for shares of the Company's common stock.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.

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- (4) The restricted stock units were issued pursuant to the Company's 2017 Stock Incentive Plan.
- (5) Each performance stock unit represents a contingent right to one share of the Company's common stock.
- (6) The performance stock units were issued pursuant to the Company's 2017 Stock Incentive Plan.

### **Remarks:**

President, Research and Early Development

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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