

CELGENE CORP /DE/  
Form 4  
June 17, 2013

**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 \*  
**DRAKE RODMAN L**

(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)  
**06/13/2013**

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	06/13/2013		M	516	A	\$ 0 (1)	17,879 D
Common Stock	06/15/2013		M	1,033	A	\$ 0 (2)	18,912 D
Common Stock	06/16/2013		M	685	A	\$ 0 (3)	19,597 D

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	(1) (4) (5)	06/13/2013		M	516	(1) (1)	Common Stock	516
Restricted Stock Unit	(2) (5) (7)	06/15/2013		M	1,033	(2) (2)	Common Stock	1,033
Restricted Stock Unit	(3) (5)	06/16/2013		M	685	(3) (3)	Common Stock	685

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRAKE RODMAN L C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	X			

## Signatures

/s/Robert J Hugin \_\_\_\_\_ Robert J Hugin, 06/17/2013  
Attorney-in-Fact

\*\*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) One-third of the restricted stock units granted to the reporting person on June 13, 2012 vested and 50% of such vested portion of the restricted stock units settled for shares of the Company's common stock at the reporting person's election to defer receipt of such shares.
- (2) One-third of the restricted stock units granted to the reporting person on June 15, 2011 vested and such vested portion of the restricted stock units settled for shares of the Company's common stock.
- (3)

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One-third of the restricted stock units granted to the reporting person on June 16, 2010 vested and such vested portion of the restricted stock units settled for shares of the Company's common stock.

- The remainder portion of the restricted stock units will vest in two equal annual installments on June 13, 2014 and June 13, 2015. Fifty
- (4) percent (50%) of the vested shares will be delivered to the reporting person promptly after June 13, 2015 at the reporting person's election to defer receipt of such shares.
  - (5) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
  - (6) The restricted stock units were issued pursuant to the Company's 2008 Incentive Plan.
  - (7) The remainder portion of the restricted stock units will vest on June 15, 2014. Vested shares will be delivered to the reporting person promptly after the vesting date.

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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