

CELGENE CORP /DE/  
Form 4  
November 04, 2014

# 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 \*  
HUGIN ROBERT 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)  
11/03/2014

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)  
 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                    | 11/03/2014                           |  | M                              |   | 144,400 A \$ 7.125  | 1,169,158  | D  |
| Common Stock                    | 11/03/2014                           |  | M                              |   | 40,000 A \$ 8.5575  | 1,209,158  | D  |
| Common Stock                    | 11/03/2014                           |  | M                              |   | 40,000 A \$ 10.3025   | 1,249,158  | D  |
| Common Stock                    | 11/03/2014                           |  | M                              |   | 40,000 A \$ 13.3675   | 1,289,158  | D  |
| Common Stock                    | 11/03/2014                           |  | M                              |   | 240,000 A \$ 17.0225  | 1,529,158  | D  |

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|              |            |   |         |   |                                 |                  |   |             |
|--------------|------------|---|---------|---|---------------------------------|------------------|---|-------------|
| Common Stock | 11/03/2014 | M | 240,000 | A | \$ 17.835                       | 1,769,158        | D |             |
| Common Stock | 11/03/2014 | F | 433,858 | D | \$ 107.41                       | 1,335,300        | D |             |
| Common Stock | 11/03/2014 | S | 158,000 | D | \$ <u>106.68</u> <sup>(1)</sup> | 1,177,300        | D |             |
| Common Stock |            |   |         |   |                                 | 27,177           | I | 401(k) Plan |
| Common Stock |            |   |         |   |                                 | 9,600 <u>(2)</u> | I | By Children |

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 Number Shares |
| Stock Option(right to buy)                 | \$ 7.125   | 11/03/2014                           |  | M                              | 144,400   | <u>(3)</u>   | 02/15/2015  | Common Stock | 144,400              |
| Stock Option(right to buy)                 | \$ 8.5575  | 11/03/2014                           |  | M                              | 40,000  | <u>(3)</u>   | 04/05/2015  | Common Stock | 40,000               |
| Stock Option(right to buy)                 | \$ 10.3025   | 11/03/2014                           |  | M                              | 40,000  | <u>(3)</u>   | 07/05/2015  | Common Stock | 40,000               |
| Stock Option(right to buy)                 | \$ 13.3675   | 11/03/2014                           |  | M                              | 40,000  | <u>(3)</u>   | 10/04/2015  | Common Stock | 40,000               |
| Stock Option(right to buy)                 | \$ 17.0225   | 11/03/2014                           |  | M                              | 240,000   | <u>(3)</u>   | 12/29/2015  | Common Stock | 240,000              |
| Stock                                      | \$ 17.835  | 11/03/2014                           |  | M                              | 240,000   | <u>(3)</u>   | 12/29/2015  | Common       | 240,000              |

Option(right  
to buy)

Stock

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| HUGIN ROBERT J<br>C/O CELGENE CORPORATION<br>86 MORRIS AVENUE<br>SUMMIT, NJ 07901 | X             |           | see remarks |       |

## Signatures

/s/Robert J Hugin\_\_\_\_\_ Robert J  
Hugin

11/04/2014

\_\_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).  
The price reported in Column 4 is a weighted average price. These shares were sold pursuant to the reporting person's Rule 10b5-1 plan in multiple transactions at prices ranging from \$106.06 to \$107.49, inclusive. The reporting person undertakes to provide to Celgene Corporation (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- (1) Corporation (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
- (2) The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (3) The option was fully exercisable.
- (4) The option was issued pursuant to the Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013).

### Remarks:

Chairman and Chief Executive Officer

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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