

CELGENE CORP /DE/
Form 4
June 17, 2016

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 *
KAPLAN GILLA

(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)
06/15/2016

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/15/2016		M		6,200	A	\$ 0 (1)
Common Stock	06/17/2016		M		333	A	\$ 0 (2)

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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 99.98	06/15/2016		A	11,000	(3) 06/17/2026	Common Stock	11,000
Restricted Stock Unit	(5)	06/15/2016		A	1,125	(6) (6)	Common Stock	1,125
Restricted Stock Unit	(1) (5)	06/15/2016		M	6,200	(1) (1)	Common Stock	6,200
Restricted Stock Unit	(2) (5) (8)	06/17/2016		M	333	(2) (2)	Common Stock	333

Reporting Owners

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

Signatures

/s/Robert J Hugin _____ Robert J Hugin, 06/17/2016
Attorney-in-Fact Date

**Signature of Reporting Person

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) All of the restricted stock units granted to the reporting person on June 15, 2011 vested and such vested restricted stock units settled for shares of the Company's common stock.
- (2) One-third of the restricted stock units granted to the reporting person on June 17, 2015 vested and settled for shares of the Company's common stock.
- (3) Option is immediately exercisable and will vest on the earlier of June 15, 2017 or the day preceding the date of the next annual stockholders meeting.

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- (4) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as amended and restated as of April 15, 2015).
- (5) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (6) The restricted stock units will vest in three equal annual installments commencing on June 15, 2017. Vested shares will be delivered to the reporting person promptly after the vesting date.
- (7) The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan (as amended and restated on April 15, 2015).
- (8) The remainder of the restricted stock units will vest as follows: 333 shares on June 17, 2017; 334 shares on June 17, 2018. 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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