

LONBERG NILS
Form 4
September 03, 2009

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 *
LONBERG NILS

(Last) (First) (Middle)
MEDAREX, INC., 521
COTTONWOOD DRIVE
(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEDAREX INC [MEDX]

3. Date of Earliest Transaction
(Month/Day/Year)
09/01/2009

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)
Sr. VP, Scientific Director

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
				Code	V (A) (D)				
stock option (right to buy)	\$ 7.16	09/01/2009	D		13,976	<u>(1)</u>	10/13/2013	Common Stock	13,976
stock option (right to buy)	\$ 5.61	09/01/2009	D		17,842	<u>(2)</u>	07/25/2014	Common Stock	17,842
stock option (right to buy)	\$ 9.9	09/01/2009	D		10,101	<u>(3)</u>	09/05/2015	Common Stock	10,101
stock option (right to buy)	\$ 3.43	09/01/2009	D		169,152	<u>(4)</u>	10/31/2009	Common Stock	169,14
stock option (right to buy)	\$ 3.43	09/01/2009	D		54,848	<u>(5)</u>	05/17/2010	Common Stock	54,848
stock option (right to buy)	\$ 14.89	09/01/2009	D		100,000	<u>(6)</u>	09/18/2011	Common Stock	100,00
stock option (right to buy)	\$ 8.11	09/01/2009	D		200,000	<u>(7)</u>	07/10/2012	Common Stock	200,00
stock option (right to buy)	\$ 6.33	09/01/2009	D		25,000	<u>(8)</u>	09/07/2013	Common Stock	25,000
stock option (right to buy)	\$ 7.16	09/01/2009	D		186,024	<u>(9)</u>	10/13/2013	Common Stock	186,02
stock option (right to buy)	\$ 5.61	09/01/2009	D		167,158	<u>(10)</u>	07/25/2014	Common Stock	167,15

buy)

stock

option
(right to
buy)

\$ 9.9

09/01/2009

D

239,899

(11)

09/05/2015

Common
Stock

239,89

stock

option
(right to
buy)

\$ 14.92

09/01/2009

D

150,000

(12)

05/16/2017

Common
Stock

150,00

stock

option
(right to
buy)

\$ 9.07

09/01/2009

D

129,000

(13)

03/02/2018

Common
Stock

129,00

stock

option
(right to
buy)

\$ 3.72

09/01/2009

D

129,000

(14)

03/04/2019

Common
Stock

129,00

Restricted
Stock
Units(15)

09/01/2009

D

14,119

(16)(17)Common
Stock

14,119

Restricted
Stock
Units(15)

09/01/2009

D

43,000

(18)(19)Common
Stock

43,000

Restricted
Stock
Units(15)

09/01/2009

D

43,000

(20)(21)Common
Stock

43,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LONBERG NILS MEDAREX, INC. 521 COTTONWOOD DRIVE MILPITAS, CA 95035			Sr. VP, Scientific Director	

Signatures

NILS

LONBERG

04/06/2009

**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) This option was canceled in the merger in exchange for a cash payment of \$123,617.72, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (2) This option was canceled in the merger in exchange for a cash payment of \$185,467.59, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (3) This option was canceled in the merger in exchange for a cash payment of \$61,616.10, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (4) This option was canceled in the merger in exchange for a cash payment of \$2,126,240.60, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (5) This option was canceled in the merger in exchange for a cash payment of \$689,439.36, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (6) This option was canceled in the merger in exchange for a cash payment of \$111,000, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (7) This option was canceled in the merger in exchange for a cash payment of \$1,578,000, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (8) This option was canceled in the merger in exchange for a cash payment of \$241,750.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (9) This option was canceled in the merger in exchange for a cash payment of \$1,645,382.28, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (10) This option was canceled in the merger in exchange for a cash payment of \$1,737,607.41, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (11) This option was canceled in the merger in exchange for a cash payment of \$1,463,383.90, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (12) This option was canceled in the merger in exchange for a cash payment of \$162,750.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (13) This option was canceled in the merger in exchange for a cash payment of \$894,615.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (14) This option was canceled in the merger in exchange for a cash payment of \$1,584,120.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (15) Each Restricted Stock Unit represents a contingent right to receive one (1) share of Medarex, Inc. common stock.
- (16) This Restricted Stock Unit was canceled in the merger in exchange for a cash payment of \$225,904.00, based on the merger consideration (\$16 per share) pursuant to the merger agreement between issuer and Bristol-Myers Squibb.
- (17) Receipt of the Restricted Stock Units was deferred until February 23, 2010.
- (18)

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This Restricted Stock Unit was canceled in the merger in exchange for a cash payment of \$516,000.00, based on the merger consideration (\$16 per share) pursuant to the merger agreement between issuer and Bristol-Myers Squibb.

- (19) The Restricted Stock Units vested ratably over four years beginning on April 3, 2009.
- (20) This Restricted Stock Unit was canceled in the merger in exchange for a cash payment of \$688,000 based on the merger consideration (\$16 per share) pursuant to the merger agreement between issuer and Bristol-Myers Squibb.
- (21) The Restricted Stock Units vested ratably over four years beginning on April 5, 2010.

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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