

Trower Paul
Form 4
January 08, 2019

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 *
Trower Paul

(Last) (First) (Middle)

1801 AUGUSTINE CUT-OFF

(Street)

WILMINGTON, DE 19803

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INCYTE CORP [INCY]

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2019

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)

Principal Accounting Officer

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 | 01/07/2019 | | M | | 9,187 | A | \$ 17.79 |
| Common Stock | 01/07/2019 | | S | | 9,187 | D | \$ 75 (1) |
| Common Stock | 01/07/2019 | | F | | 272 (2) | D | \$ 74.21 |
| | | | | | | | 23,359 |
| | | | | | | | 14,172 |
| | | | | | | | 13,900 (3) |

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

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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 Security (Instr. 3 and 4) | 8. An or Nu of Sh |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| Employee Stock Option (right to buy) | \$ 72.27 | 01/04/2019 | | A | 6,298 | <u>(4)</u> | 01/03/2029 | Common Stock | 6 |
| Employee Stock Option (right to buy) | \$ 72.27 | 01/04/2019 | | A | 7,377 | <u>(5)</u> | 01/03/2029 | Common Stock | 7 |
| Non-Qualified Stock Option (right to buy) | \$ 17.79 | 01/07/2019 | | M | 9,187 | <u>(6)</u> | 01/18/2019 | Common Stock | 9 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Trower Paul 1801 AUGUSTINE CUT-OFF WILMINGTON, DE 19803 | | | Principal Accounting Officer | |

Signatures

/s/ Paul Trower 01/08/2019

**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 transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by reporting person.
 - (2) Represents shares withheld automatically by the Issuer to satisfy tax withholding obligations due at settlement of restricted stock units previously reported in Table I as common stock.
 - (3) This includes an aggregate of 4,797 shares of common stock issuable pursuant to previously reported restricted stock units that have not vested.

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- (4) Beginning January 4, 2019, options become exercisable in 37 installments, with the first 25.00% vesting on July 2, 2019 and the remainder vesting monthly over three years.
- (5) Beginning January 4, 2019, options become exercisable in full on January 4, 2023.
- (6) Beginning January 19, 2012, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years

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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