

CELGENE CORP /DE/
Form 4
September 02, 2005

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 *
JACKSON JOHN W

(Last) (First) (Middle)

C/O CELGENE CORPORATION, 80 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)
09/02/2005

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)
Chief Executive 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 or Price | | |
| Common Stock | 09/02/2005 | | M | | 50,000 A \$ 8.825 | 1,118,602 | D |
| Common Stock | 09/02/2005 | | F | | 27,785 (1) D \$ 51.35 | 1,090,817 | D |
| Common Stock | 09/02/2005 | | M | | 50,000 A \$ 8.865 | 1,140,817 | D |
| Common Stock | 09/02/2005 | | F | | 27,806 (2) D \$ 51.35 | 1,113,011 | D |
| Common Stock | 09/02/2005 | | M | | 50,000 A \$ 10.805 | 1,163,011 | D |

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| | | | | | | | | |
|--------------|------------|---|-------------------------------|---|------------|------------------------|---|-----------|
| Common Stock | 09/02/2005 | F | <u>28,819</u> ⁽³⁾ | D | \$ 51.35 | 1,134,192 | D | |
| Common Stock | 09/02/2005 | M | 191,960 | A | \$ 12.4375 | 1,326,152 | D | |
| Common Stock | 09/02/2005 | F | <u>113,917</u> ⁽⁴⁾ | D | \$ 51.35 | 1,212,235 | D | |
| Common Stock | 09/02/2005 | M | 192,638 | A | \$ 13.58 | 1,404,873 | D | |
| Common Stock | 09/02/2005 | F | <u>116,619</u> ⁽⁵⁾ | D | \$ 51.35 | 1,288,254 | D | |
| Common Stock | 09/02/2005 | M | 100,000 | A | \$ 16.81 | 1,388,254 | D | |
| Common Stock | 09/02/2005 | F | <u>63,912</u> ⁽⁶⁾ | D | \$ 51.35 | 1,324,342 | D | |
| Common Stock | 09/02/2005 | M | 188,002 | A | \$ 16.81 | 1,512,344 | D | |
| Common Stock | 09/02/2005 | F | <u>120,157</u> ⁽⁷⁾ | D | \$ 51.35 | 1,392,187 | D | |
| Common Stock | | | | | | 400,000 ⁽⁸⁾ | I | by Spouse |

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--------|--|-----------------------|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Employee Stock Option (right to buy) | \$ 8.825 | 09/02/2005 | | M | | | 50,000 | ⁽⁹⁾ | 06/18/2012 | Common Stock |
| Employee Stock | \$ 51.35 | 09/02/2005 | | A | | 27,785 | | | 03/02/2006 06/18/2012 | Common Stock |

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| | | | | | | | | |
|--|------------|------------|---|---------|------------|------------|-----------------|--|
| Option (right to buy) | | | | | | | | |
| Employee Stock Option (right to buy) | \$ 8.865 | 09/02/2005 | M | 50,000 | <u>(9)</u> | 10/22/2012 | Common Stock | |
| Employee Stock Option (right to buy) | \$ 51.35 | 09/02/2005 | A | 27,806 | 03/02/2006 | 10/22/2012 | Common Stock | |
| Employee Stock Option (right to buy) | \$ 10.805 | 09/02/2005 | M | 50,000 | <u>(9)</u> | 12/31/2012 | Common Stock | |
| Employee Stock Option (right to buy) | \$ 51.35 | 09/02/2005 | A | 28,819 | 03/02/2006 | 12/31/2012 | Common Stock | |
| Employee Stock Option (right to buy) | \$ 12.4375 | 09/02/2005 | M | 191,960 | <u>(9)</u> | 01/17/2011 | Common Stock | |
| Employee Stock Option (right to buy) | \$ 51.35 | 09/02/2005 | A | 113,917 | 03/02/2006 | 01/17/2011 | Common Stock | |
| Employee Stock Option (right to buy) | \$ 13.58 | 09/02/2005 | M | 192,638 | <u>(9)</u> | 01/25/2012 | Common Stock | |
| Employee Stock Option (right to buy) | \$ 51.35 | 09/02/2005 | A | 116,619 | 03/02/2006 | 01/25/2012 | Common Stock | |
| Employee Stock Option | \$ 16.81 | 09/02/2005 | M | 100,000 | <u>(9)</u> | 06/10/2013 | Common Stock | |

(right to buy)

Employee Stock

| | | | | | | | |
|-----------------------|----------|------------|---|--------|------------|------------|--------------|
| Option (right to buy) | \$ 51.35 | 09/02/2005 | A | 63,912 | 03/02/2006 | 06/10/2013 | Common Stock |
|-----------------------|----------|------------|---|--------|------------|------------|--------------|

Employee Stock

| | | | | | | | |
|-----------------------|----------|------------|---|---------|------------|------------|--------------|
| Option (right to buy) | \$ 16.81 | 09/02/2005 | M | 188,002 | <u>(9)</u> | 06/10/2013 | Common Stock |
|-----------------------|----------|------------|---|---------|------------|------------|--------------|

Employee Stock

| | | | | | | | |
|-----------------------|----------|------------|---|---------|------------|------------|--------------|
| Option (right to buy) | \$ 51.35 | 09/02/2005 | A | 120,157 | 03/02/2006 | 06/10/2013 | Common Stock |
|-----------------------|----------|------------|---|---------|------------|------------|--------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JACKSON JOHN W C/O CELGENE CORPORATION 80 MORRIS AVENUE SUMMIT, NJ 07901 | X | | Chief Executive Officer | |

Signatures

/s/ Robert J. Hugin 09/02/2005

__Signature of Date
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) This transaction reflects the exercise of options resulting in the acquisition of 22,215 shares. No shares were sold in the open market.
- (2) This transaction reflects the exercise of options resulting in the acquisition of 22,194 shares. No shares were sold in the open market.
- (3) This transaction reflects the exercise of options resulting in the acquisition of 21,181 shares. No shares were sold in the open market.
- (4) This transaction reflects the exercise of options resulting in the acquisition of 78,043 shares. No shares were sold in the open market.
- (5) This transaction reflects the exercise of options resulting in the acquisition of 76,019 shares. No shares were sold in the open market.
- (6) This transaction reflects the exercise of options resulting in the acquisition of 36,088 shares. No shares were sold in the open market.
- (7) This transaction reflects the exercise of options resulting in the acquisition of 67,845 shares. No shares were sold in the open market.
- (8) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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(9) Grant is fully exercisable.

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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