

INCYTE CORP  
Form 3  
May 12, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Trower Paul		(Month/Day/Year)	INCYTE CORP [INCY]	
(Last)	(First)	05/04/2015		
1801 AUGUSTINE CUT-OFF			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
WILMINGTON,Â DEÂ 19803			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP, Finance & Prin Acc Officer	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,596 <sup>(1)</sup>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Incentive Stock Option (right to buy)	Â (2)	01/18/2019	Common Stock	5,813	\$ 17.79	D	Â
Incentive Stock Option (right to buy)	Â (3)	02/08/2020	Common Stock	6,601	\$ 18.32	D	Â
Incentive Stock Option (right to buy)	Â (4)	01/20/2021	Common Stock	1,143	\$ 64.55	D	Â
Incentive Stock Option (right to buy)	Â (5)	01/07/2022	Common Stock	1,396	\$ 73.21	D	Â
Incentive Stock Option (right to buy)	Â (6)	01/07/2025	Common Stock	1,365	\$ 73.21	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	01/18/2019	Common Stock	34,187	\$ 17.79	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	02/08/2020	Common Stock	33,399	\$ 18.32	D	Â
Non-Qualified Stock Option (right to buy)	Â (4)	01/20/2021	Common Stock	6,943	\$ 64.55	D	Â
Non-Qualified Stock Option (right to buy)	Â (5)	01/07/2022	Common Stock	6,818	\$ 73.21	D	Â
Non-Qualified Stock Option (right to buy)	Â (6)	01/07/2025	Common Stock	4,405	\$ 73.21	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trower Paul 1801 AUGUSTINE CUT-OFF WILMINGTON,Â DEÂ 19803	Â	Â	Â VP, Finance & Prin Acc Officer	Â

## Signatures

/s/ Paul Trower                      05/12/2015  
 \_\_Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Includes 1,135 shares underlying restricted stock units ("RSUs") that will vest in full on January 21, 2017 and 1,152 shares underlying restricted stock units ("RSUs") that will vest in full on January 8, 2018, subject to Mr. Trower's continued service with the Issuer through such vesting date. The RSUs may be settled only for shares of common stock on a one-for-one basis.
- (2) Beginning January 19, 2012, options became exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.

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- (3) Beginning February 9, 2013, options became exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (4) Beginning January 21, 2014, options became exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (5) Beginning January 8, 2015, options became exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (6) Options granted on January 8, 2015 and become exercisable in full on January 8, 2019.

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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