#### Edgar Filing: INCYTE CORP - Form 4

INCYTE CO	ORP										
Form 4	2015										
February 18										PROVAL	
FORM	<b>4</b> UNITED	STATES S		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check th if no lon subject to Section 2 Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	ger o 16. or Filed pur <sup>nns</sup> Section 17(	suant to Se a) of the Pu	CHAN ction 1 ıblic U	GES IN SECUR 6(a) of th	BENEFI RITIES e Securiti ding Com	CIA ies Ez ipany	change Act of	ERSHIP OF Act of 1934, 1935 or Sectior	Expires: Estimated a burden hour response		
(Print or Type	Responses)										
1. Name and A Hoppenot H	Address of Reporting Ierve	S	Symbol	r Name <b>and</b> E CORP		Tradin		5. Relationship of Issuer	Reporting Pers		
				of Earliest Transaction /Day/Year) /2015				X Director 10% Owner X Officer (give titleX Other (specify below) below) Chief Executive Officer / President			
				Amendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
WILMING	TON, DE 19803							Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemee Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securiti on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/13/2015			F	30,534 (1)	D	\$ 75.94	382,058 <u>(2)</u>	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Hoppenot Herve 1801 AUGUSTINE CUT-OFF WILMINGTON, DE 19803	Х		Chief Executive Officer	President			

### **Signatures**

/s/ Herve	
Hoppenot	02/18/2015
<u>**</u> 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) Represents shares withheld by Incyte Corporation to satisfy tax withholding requirements due at settlement of restricted stock units previously reported in Table I as common stock.

Includes the following restricted stock units ("RSUs"): 12,592 granted on January 8, 2015 that vest in full on January 8, 2018, and 333,334 that vest in five equal annual installments over the period ending December 31, 2019, subject in each case to Mr. Hoppenot's

(2) <sup>555,554</sup> that vest in five equal annual instantients over the period change becember 51, 2017, subject in each case to Mi. Hoppend's continued service with the Issuer through the applicable vesting dates. Vested RSUs will be settled in shares of common stock on a one-for-one basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.