

JACKSON JOHN W
Form 5
February 10, 2006

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
JACKSON JOHN W

(Last) (First) (Middle)

C/O CELGENE
CORPORATION, 86 MORRIS
AVENUE

(Street)

SUMMIT, NJ 07901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
CELGENE CORP /DE/ [CELG]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2005

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/24/2005	Â	G ⁽¹⁾	400 D \$ 0	787,787	D	Â
Common Stock	11/07/2005	Â	G ⁽²⁾	200,000 D \$ 0	787,787	D	Â
Common Stock	02/02/2006	Â	G ⁽³⁾	15,000 D \$ 0	772,787 ⁽⁴⁾	D	Â
Common	02/02/2006	Â	G ⁽⁵⁾	200 D \$ 0	772,587 ⁽⁴⁾	D	Â

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Stock

Common Stock	02/02/2006	Â	G ⁽⁶⁾	100,000	D	\$ 0	100,000 ⁽⁴⁾	I	By spouse
Common Stock	Â	Â	Â	Â	Â	Â	1,351	I	401(k) Plan

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

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SEC 2270
(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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JACKSON JOHN W
C/O CELGENE CORPORATION
86 MORRIS AVENUE
SUMMIT,Â NJÂ 07901

Â X Â Â Chief Executive Officer Â

Signatures

/s/ Robert J. Hugin,
Attorney-in-Fact

02/10/2006

__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) Gift to nephews.

(2) Gift to a Foundation. Mr. Jackson is one of the Trustees but is not deemed to hold a pecuniary interest in the Foundation.

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- (3) Gift to charity.
- (4) Amount of securities as of February 2, 2006.
- (5) Gift to nephew.
- (6) Gift to charity by Mr. Jackson's spouse.

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Remarks:

Remarks:Â Â CertainÂ transactionsÂ occurredÂ onÂ FebruaryÂ 2,Â 2006.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.