

KARSEN PERRY A  
 Form 3  
 February 24, 2012

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â KARSEN PERRY A</p> <p>(Last) (First) (Middle)</p> <p>C/O CELGENE CORPORATION,Â 86 MORRIS AVENUE</p> <p>(Street)</p> <p>SUMMIT,Â NJÂ 07901</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/15/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CELGENE CORP /DE/ [CELG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  Chief Operations Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	1,000	I	IRA Account
Common Stock	162	I	401(k) Plan
Common Stock	456	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)**

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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 (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	Â (1)	Â (1)	Common Stock	25,000	\$ (2)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	10,000	\$ (2)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	7,777	\$ (2)	D	Â
Stock Options (right to buy)	Â (5)	08/02/2020	Common Stock	75,000	\$ 56.32	D	Â
Stock Options (right to buy)	Â (6)	08/02/2020	Common Stock	25,000	\$ 56.32	D	Â
Stock Options (right to buy)	Â (7)	12/27/2020	Common Stock	35,000	\$ 59.5	D	Â
Stock Options (right to buy)	Â (8)	12/27/2020	Common Stock	11,667	\$ 59.5	D	Â
Stock Options (right to buy)	Â (9)	01/31/2021	Common Stock	5,625	\$ 51.53	D	Â
Stock Options (right to buy)	Â (10)	01/31/2021	Common Stock	1,875	\$ 51.53	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KARSEN PERRY A C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	Â	Â	Â Chief Operations Officer	Â

## Signatures

\_\_\_\_\_/s/Robert J. Hugin, Attorney-in-fact \_\_\_\_\_ Robert J. Hugin, 02/23/2012  
 Attorney-in-fact Date

\*\*Signature of 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).

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- (1) The restricted stock units vest on August 2, 2013. Shares of common stock will be released to the reporting person on the vesting date.
- (2) The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan. Each share of restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (3) The restricted stock units vest on November 1, 2013. Shares of common stock will be released to the reporting person on the vesting date.
- (4) The restricted stock units vest on December 27, 2013. Shares of common stock will be released to the reporting person on the vesting date.
- (5) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in three equal installments commencing on August 2, 2011.
- (6) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest on August 2, 2014.
- (7) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in three equal installments commencing on December 27, 2011.
- (8) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest on December 27, 2014.
- (9) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in three equal installments commencing on January 31, 2012.
- (10) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest on January 31, 2015.

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### **Remarks:**

Exhibit-24

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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