

CELGENE CORP /DE/
Form 4
August 21, 2013

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 *
Daniel Thomas O

(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. Date of Earliest Transaction (Month/Day/Year)
08/20/2013

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)
see remarks

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/20/2013		M	1,823 A \$ 54.85	6,030	D	
Common Stock	08/20/2013		M	5,166 A \$ 58.04	11,196	D	
Common Stock	08/20/2013		M	1,878 A \$ 49.61	13,074	D	
Common Stock	08/20/2013		M	111 A \$ 62.42	13,185	D	
Common Stock	08/20/2013		M	1,376 A \$ 50.36	14,561	D	

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Common Stock	08/20/2013	M	788	A	\$ 39.01	15,349	D	
Common Stock						1,395	I	401(k) Plan

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 54.85	08/20/2013		M	1,823	<u>(1)</u> 01/09/2017	Common Stock	1,823	
Stock Option (right to buy)	\$ 58.04	08/20/2013		M	5,166	<u>(1)</u> 04/10/2017	Common Stock	5,166	
Stock Option (right to buy)	\$ 49.61	08/20/2013		M	1,878	<u>(1)</u> 01/08/2018	Common Stock	1,878	
Stock Option (right to buy)	\$ 62.42	08/20/2013		M	111	<u>(1)</u> 04/08/2018	Common Stock	111	
Stock Option (right to buy)	\$ 50.36	08/20/2013		M	1,376	<u>(1)</u> 01/13/2019	Common Stock	1,376	
	\$ 39.01	08/20/2013		M	788	<u>(1)</u> 04/14/2019		788	

Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Daniel Thomas O C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901			see remarks	

Signatures

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

08/21/2013

__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) The option was fully exercisable.
- (2) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as amended).

Remarks:

Executive Vice President and President, Research & Early Development

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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