

CELGENE CORP /DE/  
Form 4  
June 16, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**MARIO ERNEST**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O CELGENE CORPORATION, 86 MORRIS AVENUE**

3. Date of Earliest Transaction (Month/Day/Year)  
**06/12/2014**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
**SUMMIT, NJ 07901**

4. If Amendment, Date Original Filed(Month/Day/Year)

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)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code V  | Amount  |  |                                   |
| Common Stock                    | 06/12/2014                           |  | M                              | 1,033   | A   | \$ 0 (1)   | 107,704 D                         |
| Common Stock                    | 06/13/2014                           |  | M                              | 1,033   | A   | \$ 0 (2)   | 108,737 D                         |
| Common Stock                    | 06/15/2014                           |  | M                              | 3,100   | A   | \$ 0 (3)   | 111,837 D                         |
| Common Stock                    | 06/16/2016                           |  | M                              | 2,055   | A   | \$ 0 (4)   | 113,892 D                         |
| Common Stock                    |                                      |  |                                |   |   |  | 3,000 I                           |
|                                 |                                      |  |                                |   |   |  | By Spuse (5)                      |

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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Unit                      | <u>(1)</u> <u>(6)</u> <u>(7)</u>                       | 06/12/2014                           |  | M                              | 1,033   | <u>(1)</u> <u>(1)</u>                                    | Common Stock  | 1,033 \$  |
| Restricted Stock Unit                      | <u>(2)</u> <u>(6)</u> <u>(9)</u>                       | 06/13/2014                           |  | M                              | 1,033   | <u>(2)</u> <u>(2)</u>                                    | Common Stock  | 1,033 \$  |
| Restricted Stock Unit                      | <u>(3)</u> <u>(6)</u>                                  | 06/15/2014                           |  | M                              | 3,100   | <u>(2)</u> <u>(2)</u>                                    | Common Stock  | 3,100 \$  |
| Restricted Stock Unit                      | <u>(4)</u> <u>(6)</u>                                  | 06/16/2014                           |  | M                              | 2,055   | <u>(2)</u> <u>(2)</u>                                    | Common Stock  | 2,055 \$  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MARIO ERNEST<br>C/O CELGENE CORPORATION<br>86 MORRIS AVENUE<br>SUMMIT, NJ 07901 |               | X         |         |       |

## Signatures

/s/Robert J Hugin \_\_\_\_\_ Robert J Hugin,  
Attorney-in-Fact

06/16/2014

\_\_\_\_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) One-third of the restricted stock units granted to the reporting person on June 12, 2013 vested and such vested portion of the restricted stock units settled for shares of the Company's common stock.
- (2) One-third of the restricted stock units granted to the reporting person on June 13, 2012 vested and such vested portion of the restricted stock units settled for shares of the Company's common stock.
- (3) All of the restricted stock units granted to the reporting person on June 15, 2011 vested and such vested restricted stock units settled for shares of the Company's common stock.
- (4) All of the restricted stock units granted to the reporting person on June 16, 2010 vested and such vested restricted stock units settled for shares of the Company's common stock.
- (5) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (6) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (7) The remainder portion of the restricted stock units will vest as follows: (a) 1,033 shares on June 12, 2015 and (b) 1,034 shares on June 12, 2016. Vested shares will be delivered to the reporting person promptly after the vesting date.
- (8) The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan.
- (9) The remainder portion of the restricted stock units will vest on June 13, 2015. Vested shares will be delivered to the reporting person promptly after the vesting date.

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.