

CELGENE CORP /DE/

Form 4

June 16, 2015

**FORM 4****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).

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARIO ERNEST**

(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)  
**06/12/2015**

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 06/12/2015                              |                                                             | M                                       | 2,066 A                                                                    | \$ 0<br>(1) 139,090                                                                                                | D                                                                    |                                         |
| Common<br>Stock                       | 06/13/2015                              |                                                             | M                                       | 2,068 A                                                                    | \$ 0<br>(2) 141,158                                                                                                | D                                                                    |                                         |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 2,574                                                                                                              | I                                                                    | By Spouse<br>(3)                        |

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  
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SEC 1474  
(9-02)

**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)

| 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                         | Amount or Number of Shares                                  |
| Restricted Stock Unit                      | (1) (4) (5)                                            | 06/12/2015                           |                                                    | M                              | 2,066                                                                                   | (1) (1)                                                  | Common Stock                                                  | 2,066 \$                                                    |
| Restricted Stock Unit                      | (2) (4)                                                | 06/13/2015                           |                                                    | M                              | 2,068                                                                                   | (2) (2)                                                  | Common Stock                                                  | 2,068 \$                                                    |

## 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 06/16/2015

\_\_\_\_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 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 settled for shares of the Company's common stock.
- (3) 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.
- (4) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.

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- (5) The remainder of the restricted stock units will vest as follows: 2,068 shares on June 12, 2016. Vested shares will be delivered to the reporting person promptly after the vesting date.
- (6) The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan (as amended and restated as of April 17, 2013).

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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