

CELGENE CORP /DE/

Form 4

June 17, 2016

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LOUGHLIN JAMES J**

(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)  
**06/15/2016**

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>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>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                     | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 06/17/2016                              |                                                             | M                        |                                                                            | 333                                                                                                                | A                                                                    | \$ 0<br>(1)                                                       |
| Common<br>Stock                       |                                         |                                                             |                          |                                                                            |                                                                                                                    |                                                                      | 22,186                                                            |
|                                       |                                         |                                                             |                          |                                                                            |                                                                                                                    |                                                                      | 1,800                                                             |
|                                       |                                         |                                                             |                          |                                                                            |                                                                                                                    |                                                                      | D                                                                 |
|                                       |                                         |                                                             |                          |                                                                            |                                                                                                                    |                                                                      | I                                                                 |
|                                       |                                         |                                                             |                          |                                                                            |                                                                                                                    |                                                                      | Family<br>Trust (2)                                               |

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  
required to respond unless the form  
displays a currently valid OMB control  
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SEC 1474  
(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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option (right to buy)                | \$ 99.98                                               | 06/15/2016                           |                                                    | A                              | 11,000                                                                                  | (3) 06/15/2026                                           | Common Stock 11,000                                           |
| Restricted Stock Unit                      | (5)                                                    | 06/15/2016                           |                                                    | A                              | 1,125                                                                                   | (6) (6)                                                  | Common Stock 1,125                                            |
| Restricted Stock Unit                      | (1) (5) (8)                                            | 06/17/2016                           |                                                    | M                              | 333                                                                                     | (1) (1)                                                  | Common Stock 333                                              |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships |           |         |       |
|-------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                     | Director      | 10% Owner | Officer | Other |
| LOUGHLIN JAMES J<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

06/17/2016

\_\_\_\_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 17, 2015 vested and settled for shares of the Company's common stock.
- (2) 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.
- (3) Option is immediately exercisable and will vest on the earlier of June 15, 2017 or the day preceding the date of the next annual stockholder meeting.
- (4) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as amended and restated as of April 15, 2015).
- (5) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.

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- (6) The restricted stock units will vest in three equal annual installments commencing on June 15, 2017. Vested shares will be delivered to the reporting person promptly after the vesting date.
- (7) The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan (as amended and restated as of April 15, 2015).
- (8) The remainder of the restricted stock units will vest as follows: 333 shares on June 17, 2017; 334 shares on June 17, 2018. 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.

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