

CELGENE CORP /DE/

Form 4

November 15, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PEHL MICHAEL F.

(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)
11/10/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/10/2016		M		938	A	\$ 36.36	2,566	D
Common Stock	11/10/2016		M		781	A	\$ 114.08	3,347	D
Common Stock	11/10/2016		M		1,668	A	\$ 34.7	5,015	D
Common Stock	11/10/2016		M		1,668	A	\$ 36.68	6,683	D
Common Stock	11/10/2016		M		1,668	A	\$ 49.48	8,351	D

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Common Stock	11/10/2016	M	1,876	A	\$ 59.24	10,227	D
Common Stock	11/10/2016	M	1,876	A	\$ 71.33	12,103	D
Common Stock	11/10/2016	M	1,876	A	\$ 78.12	13,979	D
Common Stock	11/10/2016	M	1,874	A	\$ 74.3	15,853	D
Common Stock	11/10/2016	M	1,250	A	\$ 87.64	17,103	D
Common Stock	11/10/2016	M	625	A	\$ 103.1	17,728	D
Common Stock	11/10/2016	M	1,250	A	\$ 117.18	18,978	D
Common Stock	11/10/2016	M	625	A	\$ 118.57	19,603	D
Common Stock	11/10/2016	M	781	A	\$ 109.9	20,384	D
Common Stock	11/10/2016	M	1,668	A	\$ 36.47	22,052	D
Common Stock	11/10/2016	S	20,424	D	\$ 121.03 (1)	1,628	D
Common Stock	11/10/2016	S	1,628	D	\$ 121.15	0	D

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. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

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										Number of Shares
Stock Option (right to buy)	\$ 36.36	11/10/2016		M	938	<u>(2)</u>	01/30/2022	Common Stock	938	\$
Stock Option (right to buy)	\$ 114.08	11/10/2016		M	781	<u>(2)</u>	11/09/2025	Common Stock	781	\$
Stock Option (right to buy)	\$ 34.7	11/10/2016		M	1,668	<u>(2)</u>	07/30/2022	Common Stock	1,668	\$
Stock Option (right to buy)	\$ 36.68	11/10/2016		M	1,668	<u>(2)</u>	10/31/2022	Common Stock	1,668	\$
Stock Option (right to buy)	\$ 49.48	11/10/2016		M	1,668	<u>(2)</u>	01/28/2023	Common Stock	1,668	\$
Stock Option (right to buy)	\$ 59.24	11/10/2016		M	1,876	<u>(2)</u>	04/29/2023	Common Stock	1,876	\$
Stock Option (right to buy)	\$ 71.33	11/10/2016		M	1,876	<u>(2)</u>	07/29/2023	Common Stock	1,876	\$
Stock Option (right to buy)	\$ 78.12	11/10/2016		M	1,876	<u>(2)</u>	10/28/2023	Common Stock	1,876	\$
Stock Option (right to buy)	\$ 74.3	11/10/2016		M	1,874	<u>(2)</u>	02/03/2024	Common Stock	1,874	\$
Stock Option (right to buy)	\$ 87.64	11/10/2016		M	1,250	<u>(2)</u>	07/28/2024	Common Stock	1,250	\$
Stock Option (right to	\$ 103.1	11/10/2016		M	625	<u>(2)</u>	10/27/2024	Common Stock	625	\$

buy)

Stock

Option
(right to
buy)

\$ 117.18

11/10/2016

M

1,250

(2)

12/19/2024

Common
Stock

1,250

\$

Stock

Option
(right to
buy)

\$ 118.57

11/10/2016

M

625

(2)

02/02/2025

Common
Stock

625

\$

Stock

Option
(right to
buy)

\$ 109.9

11/10/2016

M

781

(2)

05/04/2025

Common
Stock

781

\$

Stock

Option
(right to
buy)

\$ 36.47

11/10/2016

M

1,668

(2)

04/30/2022

Common
Stock

1,668

\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PEHL MICHAEL F.
C/O CELGENE CORPORATION
86 MORRIS AVENUE
SUMMIT, NJ 07901

See remarks

Signatures

/s/ Peter N. Kellogg

Peter N.

11/14/2016

Kellogg, Attorney-in-Fact

____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 price reported in Column 4 is a weighted average price. These shares were sold by the reporting person in multiple transactions at prices ranging from \$120.99 to \$121.22, inclusive. The reporting person undertakes to provide to Celgene Corporation (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1).

(2) The option was fully exercisable.

(3) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as Amended and Restated on April 15, 2015).

Remarks:

President Hematology & Oncology

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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