

Biller Jonathan
Form 3
July 12, 2018

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Â Biller Jonathan

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/03/2018

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner

____ Officer ____ Other

(give title below) (specify below)

EVP and General Counsel

6. Individual or Joint/Group

Filing(Check Applicable Line)

X Form filed by One Reporting
Person

____ Form filed by More than One
Reporting Person

C/O CELGENE
CORPORATION,Â 86 MORRIS
AVENUE

(Street)

SUMMIT,Â NJÂ 07901

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

2,146

D

Â

Common stock

282

I

401(k)

Common Stock

400

I

Spouse ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	Â <u>(2)(3)</u>	10/28/2023	Common Stock	1,564	\$ 78.12	D	Â
Stock Option (right to buy)	Â <u>(2)(3)</u>	12/02/2023	Common Stock	726	\$ 81.56	D	Â
Stock Option (right to buy)	Â <u>(2)(3)</u>	02/03/2024	Common Stock	1,564	\$ 74.3	D	Â
Stock Option (right to buy)	Â <u>(3)(4)</u>	07/28/2024	Common Stock	1,563	\$ 87.64	D	Â
Stock Option (right to buy)	Â <u>(3)(5)</u>	10/27/2024	Common Stock	1,563	\$ 103.1	D	Â
Stock Option (right to buy)	Â <u>(3)(6)</u>	12/19/2024	Common Stock	3,500	\$ 117.18	D	Â
Stock Option (right to buy)	Â <u>(3)(7)</u>	02/02/2025	Common Stock	3,125	\$ 118.57	D	Â
Stock Option (right to buy)	Â <u>(3)(8)</u>	05/04/2025	Common Stock	3,125	\$ 109.9	D	Â
Stock Option (right to buy)	Â <u>(3)(9)</u>	07/27/2025	Common Stock	3,125	\$ 132.56	D	Â
Stock Option (right to buy)	Â <u>(3)(10)</u>	11/09/2025	Common Stock	3,125	\$ 114.08	D	Â
Stock Option (right to buy)	Â <u>(3)(11)</u>	02/01/2026	Common Stock	2,344	\$ 100.8	D	Â
Stock Option (right to buy)	Â <u>(3)(12)</u>	05/02/2026	Common Stock	2,344	\$ 104.97	D	Â
Stock Option (right to buy)	Â <u>(3)(13)</u>	08/01/2026	Common Stock	3,125	\$ 114.69	D	Â
Stock Option (right to buy)	Â <u>(3)(14)</u>	10/31/2026	Common Stock	6,250	\$ 102.18	D	Â
Stock Option (right to buy)	Â <u>(3)(15)</u>	01/30/2027	Common Stock	6,250	\$ 113.18	D	Â
Stock Option (right to buy)	Â <u>(3)(16)</u>	05/01/2027	Common Stock	3,125	\$ 124.06	D	Â
Stock Option (right to buy)	Â <u>(3)(17)</u>	07/31/2027	Common Stock	3,125	\$ 135.41	D	Â

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Stock Option (right to buy)	Â (3)(18)	10/30/2027	Common Stock	3,438	\$ 100.97	D	Â
Stock Option (right to buy)	Â (3)(19)	01/29/2028	Common Stock	3,437	\$ 103.26	D	Â
Stock Option (right to buy)	Â (3)(20)	05/08/2028	Common Stock	4,688	\$ 83.13	D	Â
Restricted Stock Unit	Â (21)	Â (21)	Common Stock	1,900	\$ (22) (23)	D	Â
Restricted Stock Unit	Â (24)	Â (24)	Common Stock	1,563	\$ (22) (23)	D	Â
Restricted Stock Unit	Â (25)	Â (25)	Common Stock	3,125	\$ (22) (23)	D	Â
Restricted Stock Unit	Â (26)	Â (26)	Common Stock	1,563	\$ (22) (23)	D	Â
Restricted Stock Unit	Â (27)	Â (27)	Common Stock	6,719	\$ (22) (23)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Biller Jonathan C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	Â	Â	Â EVP and General Counsel	Â

Signatures

/s/ Jonathan Biller 07/12/2018

**Signature of Reporting Person
 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 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.
- (2) The option is immediately exercisable and fully vested.
- (3) The option was issued pursuant to the Company's 2017 Stock Incentive Plan (formerly known as the Company's 2008 Stock Incentive Plan).
- (4) The option is immediately exercisable and began to vest in four equal annual installments on July 28, 2015.
- (5) The option is immediately exercisable and began to vest in four equal annual installments beginning on October 27, 2015.
- (6) The option is immediately exercisable and began to vest in four equal annual installments beginning on December 19, 2015.
- (7) The option is immediately exercisable and began to vest in four equal annual installments beginning on February 2, 2016.

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- (8) The option is immediately exercisable and began to vest in four equal annual installments beginning on May 4, 2016.
- (9) The option is immediately exercisable and began to vest in four equal annual installments beginning on July 27, 2016.
- (10) The option is immediately exercisable and began to vest in four equal annual installments beginning on November 9, 2016.
- (11) The option is immediately exercisable and began to vest in four equal annual installments beginning on February 1, 2017.
- (12) The option is immediately exercisable and began to vest in four equal annual installments beginning on May 2, 2017.
- (13) The option is immediately exercisable and began to will vest in four equal annual installments commencing on August 1, 2017.
- (14) The option is immediately exercisable and began to vest in four equal annual installments beginning on October 31, 2017.
- (15) The option is immediately exercisable and began to vest in four equal annual installments beginning on January 30, 2018.
- (16) The option is immediately exercisable and began to vest in four equal annual installments beginning on May 1, 2018.
- (17) The option is immediately exercisable and will vest in four equal annual installments beginning on July 31, 2018.
- (18) The option is immediately exercisable and will vest in four equal annual installments beginning on October 30, 2018.
- (19) The option is immediately exercisable and will vest in four equal annual installments beginning on January 29, 2019.
- (20) The option is immediately exercisable and will vest in four equal annual installments beginning on May 8, 2019.
- (21) The restricted stock units will vest on December 16, 2018. Vested shares will be delivered to the reporting person on the vesting date.
- (22) The restricted stock units were issued pursuant to the Company's 2017 Stock Incentive Plan (formerly known as the Company's 2008 Stock Incentive Plan).
- (23) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (24) The restricted stock units will vest on May 2, 2019. Vested shares will be delivered to the reporting person on the vesting date.
- (25) The restricted stock units will vest on October 31, 2019. Vested shares will be delivered to the reporting person on the vesting date.
- (26) The restricted stock units will vest on May 1, 2020. Vested shares will be delivered to the reporting person on the vesting date.
- (27) The restricted stock units will vest on October 30, 2020. Vested shares will be delivered to the reporting person on 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.