

CELGENE CORP /DE/

Form 4

June 16, 2014

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 *
BARKER RICHARD W

(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)
06/12/2014

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 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 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)
				(A) or (D)			
Common Stock	06/12/2014		M	1,033	A \$ 0 ⁽¹⁾	2,066	D
Common Stock	06/12/2014		F	309	D \$ 160.22	1,757	D
Common Stock	06/13/2014		M	1,033	A \$ 0 ⁽²⁾	2,790	D
Common Stock	06/13/2014		F	309	D \$ 159.99	2,481	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. 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) (3) (4)	06/12/2014		M		1,033		(1)	(1)	Common Stock	1,033	\$ 0
Restricted Stock Unit	(2) (3) (6)	06/13/2014		M		1,033		(2)	(2)	Common Stock	1,033	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BARKER RICHARD W C/O CELGENE CORPORATION 86 MORRIS AVENUE 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) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.

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- (4) 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.
- (5) The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan.
- (6) 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.

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