

COX CARRIE SMITH  
Form 4  
June 14, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COX CARRIE SMITH

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O CELGENE CORPORATION, 86 MORRIS AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
06/12/2018

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

(Street)  
SUMMIT, NJ 07901

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                   |
| Common Stock                    | 06/12/2018                           |  | M                              | 6,200 A \$ 0 (1)  | 30,080  | D  |                                   |

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

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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)**

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| 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit                      | <u>(1)</u> <u>(2)</u>                                  | 06/12/2018                           |  | M                              | 6,200   | <u>(1)</u> <u>(1)</u>                                    | Common Stock  | 6,200                      |
| Stock Option (right to buy)                | \$ 77.38   | 06/13/2018                           |  | A                              | 13,266  | <u>(4)</u> 06/13/2028                                    | Common Stock  | 13,266                     |
| Restricted Stock Unit                      | <u>(2)</u>   | 06/13/2018                           |  | A                              | 1,454   | <u>(6)</u> <u>(6)</u>                                    | Common Stock  | 1,454                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| COX CARRIE SMITH<br>C/O CELGENE CORPORATION<br>86 MORRIS AVENUE<br>SUMMIT, NJ 07901 |               |           |         |       |

## Signatures

/s/ Peter N. Kellogg,  
Attorney-in-Fact

06/14/2018

\_\_\_\_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) All of the restricted stock units granted to the reporting person on June 12, 2013 vested and such vested restricted stock units settled for shares of the Company's common stock.
  - (2) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
  - (3) 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).
  - (4) Option is immediately exercisable and will vest on the earlier of June 13, 2019 or the day preceding the date of the next annual stockholder meeting.
  - (5) The option was issued pursuant to the Company's 2017 Stock Incentive Plan.
- The restricted stock units will vest in three annual installments as follows: 484 shares on June 13, 2019; 485 shares on June 13, 2020; and
- (6) 485 shares on June 13, 2021. Vested shares will be delivered to the reporting person promptly after June 13, 2025 at the reporting person's election to defer receipt of such shares.

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(7) The restricted stock units were issued pursuant to the Company's 2017 Stock Incentive Plan.

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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