#### CELGENE CORP /DE/

Form 4 May 03, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* JACKSON JOHN W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) CELGENE CORP /DE/ [CELG]

(Check all applicable)

C/O CELGENE

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

\_X\_\_ Director Officer (give title

10% Owner Other (specify

**CORPORATION, 86 MORRIS AVENUE** 

> (Street) 4. If Amendment, Date Original

05/01/2006

(Middle)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**SUMMIT, NJ 07901** 

(City)	(State)	(Zip) Tab	Derivative S	ed, 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. 4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price				5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/01/2006		M	11,896	A	\$ 8.405	1,358,270	D	
Common Stock	05/01/2006		F	2,390 (1)	D	\$ 41.82	1,355,880	D	
Common Stock	05/01/2006		M	8,988	A	\$ 11.125	1,364,868	D	
Common Stock	05/01/2006		F	2,390 (2)	D	\$ 41.82	1,362,478	D	
Common Stock	05/01/2006		M	600,000	A	\$ 16.3438	1,962,478	D	

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Common Stock	05/01/2006	F	403,902 (3)	D	\$ 41.82	1,558,576	D	
Common Stock	05/01/2006	M	212,100	A	\$ 8.405	1,770,676	D	
Common Stock	05/01/2006	F	121,178 (4)	D	\$ 41.82	1,649,498	D	
Common Stock	05/01/2006	M	100,000	A	\$ 11.2775	1,749,498	D	
Common Stock	05/01/2006	F	60,817 (5)	D	\$ 41.82	1,688,681	D	
Common Stock	05/01/2006	M	100,000	A	\$ 11.2075	1,788,681	D	
Common Stock	05/01/2006	F	60,727 (6)	D	\$ 41.82	1,727,954	D	
Common Stock	05/01/2006	M	391,012	A	\$ 11.125	2,118,966	D	
Common Stock	05/01/2006	F	237,039 (7)	D	\$ 41.82	1,881,927	D	
Common Stock	05/01/2006	M	100,000	A	\$ 13.0925	1,981,927	D	
Common Stock	05/01/2006	F	63,146 (8)	D	\$ 41.82	1,918,781	D	
Common Stock	05/01/2006	M	66,666	A	\$ 14.1625	1,985,447	D	
Common Stock	05/01/2006	F	43,012 (9)	D	\$ 41.82	1,942,435	D	
Common Stock						3,000	I	Trust for son $\frac{(10)}{}$
Common Stock						3,264	I	401(k) Plan

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and A
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDerivative Securities	Expiration Date	Underlying Se
Security	or Exercise		any	Code	Acquired (A) or	(Month/Day/Year)	(Instr. 3 and 4
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Disposed of (D)		

(9-02)

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	Derivative			(Instr. 3, 4,	and 5)				
	Security		Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 8.405	05/01/2006	M		11,896	<u>(11)</u>	06/10/2013	Common Stock	
Employee Stock Option (right to buy)	\$ 41.82	05/01/2006	A	2,390		11/01/2006	06/10/2013	Common Stock	
Employee Stock Option (right to buy)	\$ 11.125	05/01/2006	M		8,988	<u>(11)</u>	01/21/2014	Common Stock	
Employee Stock Option (right to buy)	\$ 41.82	05/01/2006	A	2,390		11/01/2006	01/21/2014	Common Stock	
Employee Stock Option (right to buy)	\$ 16.3438	05/01/2006	M		600,000	(11)	09/19/2010	Common Stock	
Employee Stock Option (right to buy)	\$ 41.82	05/01/2006	A	403,902		11/01/2006	09/19/2010	Common Stock	
Employee Stock Option (right to buy)	\$ 8.405	05/01/2006	M		212,100	<u>(11)</u>	06/10/2013	Common Stock	
Employee Stock Option (right to buy)	\$ 41.82	05/01/2006	A	121,178		11/01/2006	06/10/2013	Common Stock	
Employee Stock	\$ 11.2775	05/01/2006	M		100,000	<u>(11)</u>	09/15/2013	Common Stock	

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Option (right to buy)								
Employee Stock Option (right to buy)	\$ 41.82	05/01/2006	A	60,817		11/01/2006	09/15/2013	Common Stock
Employee Stock Option (right to buy)	\$ 11.2075	05/01/2006	M		100,000	(11)	12/15/2013	Common Stock
Employee Stock Option (right to buy)	\$ 41.82	05/01/2006	A	60,727		11/01/2006	12/15/2013	Common Stock
Employee Stock Option (right to buy)	\$ 11.125	05/01/2006	M		391,012	<u>(11)</u>	01/21/2014	Common Stock
Employee Stock Option (right to buy)	\$ 41.82	05/01/2006	A	237,039		11/01/2006	01/21/2014	Common Stock
Employee Stock Option (right to buy)	\$ 13.0925	05/01/2006	M		100,000	<u>(11)</u>	04/06/2014	Common Stock
Employee Stock Option (right to buy)	\$ 41.82	05/01/2006	A	63,146		11/01/2006	04/06/2014	Common Stock
Employee Stock Option (right to buy)	\$ 14.1625	05/01/2006	M		66,666	(11)	07/06/2014	Common Stock
Employee Stock Option	\$ 41.82	05/01/2006	A	43,012		11/01/2006	07/06/2014	Common Stock

(right to buy)

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Director Other

JACKSON JOHN W C/O CELGENE CORPORATION **86 MORRIS AVENUE SUMMIT, NJ 07901** 



# **Signatures**

/s/ Robert J. Hugin, Attorney-in-Fact

05/03/2006

\*\*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).
- This transaction reflects the exercise of options resulting in the acquisition of 9,506 shares. No shares were sold in the open market. **(1)**
- This transaction reflects the exercise of options resulting in the acquisition of 6,598 shares. No shares were sold in the open market. **(2)**
- This transaction reflects the exercise of options resulting in the acquisition of 196,098 shares. No shares were sold in the open market. (3)
- **(4)** This transaction reflects the exercise of options resulting in the acquisition of 90,922 shares. No shares were sold in the open market.
- **(5)** This transaction reflects the exercise of options resulting in the acquisition of 39,183 shares. No shares were sold in the open market.
- This transaction reflects the exercise of options resulting in the acquisition of 39,273 shares. No shares were sold in the open market. **(6)**
- This transaction reflects the exercise of options resulting in the acquisition of 153,973 shares. No shares were sold in the open market. **(7)**
- (8)This transaction reflects the exercise of options resulting in the acquisition of 36,854 shares. No shares were sold in the open market.
- This transaction reflects the exercise of options resulting in the acquisition of 23,654 shares. No shares were sold in the open market. **(9)**
- Reporting person's spouse serves as a trustee. 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.
- (11) Grant is fully exercisable.

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.

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