

CELGENE CORP /DE/

Form 4

May 03, 2006

**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 \*  
**JACKSON JOHN 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)  
**05/01/2006**

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 (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	05/01/2006		M		11,896	A	\$ 8.405	1,358,270	D
Common Stock	05/01/2006		F		2,390 <sup>(1)</sup>	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 <sup>(2)</sup>	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	<u>403,902</u> (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	<u>121,178</u> (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	<u>60,817</u> (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	<u>60,727</u> (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	<u>237,039</u> (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	<u>63,146</u> (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	<u>43,012</u> (9)	D	\$ 41.82	1,942,435	D	
Common Stock						3,000	I	Trust for son <u>(10)</u>
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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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	Derivative Security		(Instr. 3, 4, and 5)					Expiration Date	Title
			Code	V	(A)	(D)	Date Exercisable		
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	<u>(11)</u>	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

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	<u>(11)</u>	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	<u>(11)</u>	07/06/2014	Common Stock	
Employee Stock Option	\$ 41.82	05/01/2006	A	43,012	11/01/2006	07/06/2014	Common Stock	

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