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CELGENE CORP /DE/
Form 8-K
January 29, 2004

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): January 29, 2004

CELGENE CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|--------------------------------------|
| Delaware | 0-16132 | 22-2711928 |
| ----- (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|---|------------|
| 7 Powder Horn Drive, Warren, New Jersey | 07059 |
| ----- (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (732) 271-1001

(Former name or former address, if changed since last report.)

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibit 99.1 - Press Release dated January 29, 2004.

This exhibit is furnished pursuant to Item 12 and shall not be deemed to be "filed."

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On January 29, 2004, Celgene Corporation announced its earnings for the quarter ended December 31, 2003. Attached hereto and incorporated herein by reference as Exhibit 99.1 is the Press Release announcing such results.

The information in this Report, including the exhibit attached hereto, is furnished solely pursuant to Item 12 of this Form 8-K and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section. Furthermore, the information in this Report, including the exhibit, shall not be deemed to be incorporated by reference into the filings of the Registrant under the Securities Act of 1933.

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SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CELGENE CORPORATION

Date: January 28, 2004

By: /s/ Robert J. Hugin

Name: Robert J. Hugin
Title: Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. ----- | Description ----- |
|----------------------|--|
| 99.1 | Press release dated January 29, 2004 announcing results for the fourth quarter ended December 31, 2003 |