

CELGENE CORP /DE/  
Form 3  
August 05, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |   |
| Â Smith Scott Andrew                      |         | (Month/Day/Year)  | CELGENE CORP /DE/ [CELG]                           |   |
| (Last)                                    | (First) | (Middle)  | 08/01/2014   |   |
| 86 MORRIS AVENUE,Â C/O                    |         | 4. Relationship of Reporting Person(s) to Issuer  |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| CELGENE CORP                              |         |   |  |   |
| (Street)                                  |         | (Check all applicable)  |  |   |
| SUMMIT,Â NJÂ 07901                        |         | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City)                                    | (State) | (Zip)   | See Remarks  |   |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable    Expiration Date                         | Title    Amount or Number of Shares  |  |  |  |

(Instr. 5)

|                              |       |            |              |        |          |   |   |
|------------------------------|-------|------------|--------------|--------|----------|---|---|
| Restricted Stock Unit        | Â (1) | Â (1)      | Common Stock | 5,000  | \$ (2)   | D | Â |
| Stock Options (right to buy) | Â (3) | 07/28/2024 | Common Stock | 10,000 | \$ 87.64 | D | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| Smith Scott Andrew<br>86 MORRIS AVENUE<br>C/O CELGENE CORP<br>SUMMIT,Â NJÂ 07901 | Â             | Â         | Â See Remarks | Â     |

## Signatures

/s/Mark Alles \_\_\_\_\_ Mark Alles, 08/05/2014  
 Attorney-in-Fact

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The restricted stock units vest on July 28, 2017. Vested shares will be delivered to the reporting person on the vested date.
- (2) The restricted stock units were issued pursuant to The Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013). Each restricted stock unit represents a contingent right to received one share of the Company's common stock.
- (3) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on July 28, 2015.

Â

### Remarks:

FORMÂ 2Â OFÂ 2

PresidentÂ InflammationÂ &Â Immunology

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.