

Stein Steven H
Form 4
July 21, 2017

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 *
Stein Steven H

(Last) (First) (Middle)
1801 AUGUSTINE CUT-OFF

(Street)

WILMINGTON, DE 19803

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INCYTE CORP [INCY]

3. Date of Earliest Transaction
(Month/Day/Year)
07/20/2017

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)
EVP & Chief Medical Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/20/2017 | | M | | 1,191 | A | \$ 88.68 |
| Common Stock | 07/20/2017 | | M | | 4,772 | A | \$ 83.83 |
| Common Stock | 07/20/2017 | | M | | 522 | A | \$ 95.76 |
| Common Stock | 07/20/2017 | | S | | 1,191 | D | \$ 131.09 |
| | | | | | | | (1) (2) (3) |
| Common Stock | 07/20/2017 | | S | | 4,772 | D | \$ 131.09 |
| | | | | | | | 18,687 |

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| | | | | | | | | |
|--------------|------------|--|---|-----|-----|--------|--------|-------|
| | | | | | (1) | (2) | (3) | |
| | | | | | \$ | | | |
| Common Stock | 07/20/2017 | | S | 522 | D | 131.09 | 18,165 | (4) D |
| | | | | | (1) | (2) | (3) | |

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. SEC 1474 (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 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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 88.68 | 07/20/2017 | | M | 1,191 | (5) 03/01/2022 | Common Stock | 1,191 |
| Non-Qualified Stock Option (right to buy) | \$ 83.83 | 07/20/2017 | | M | 4,772 | (6) 07/14/2026 | Common Stock | 4,772 |
| Non-Qualified Stock Option (right to buy) | \$ 95.76 | 07/20/2017 | | M | 522 | (7) 01/06/2023 | Common Stock | 522 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stein Steven H 1801 AUGUSTINE CUT-OFF WILMINGTON, DE 19803 | | | EVP & Chief Medical Officer | |

Signatures

/s/ Steven Stein

07/21/2017

**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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by reporting person.
- (2) Represents weighted average sale price. Actual sale prices ranged from \$129.57 - \$132.10.
- (3) Reporting person undertakes to provide upon request by Securites and Exchange Commission, the issuer or a securityholder of the issuer detailed information regarding the price and number of shares sold within range indicated.
- (4) This includes an 18,165 aggregate of shares of common stock issuable pursuant to previously reported restricted stock units that have not vested
- (5) Beginning March 2, 2015, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (6) Beginning July 15, 2016, options become exercisable in 37 installments, with the first 25% vesting after one year and the remainder vesting monthly over three years.
- (7) Beginning January 7, 2016, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years

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.