

BROOKE PAUL A
Form 4
July 03, 2018

FORM 4

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

OMB APPROVAL

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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 *
BROOKE PAUL A

(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)
06/29/2018

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/20/2018		G	V 20,000 (1)	D \$ 0 197,859	D	
Common Stock	06/20/2018		G	V 20,000	A \$ 0 40,000	I	By the Paul Brooke Family Trusts (2)
Common Stock (3)	06/29/2018		A	354	A \$ 67 198,213	D	
Common Stock					40,000	I	By the Paul Brooke

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As previously reported, the reporting person transferred certain directly owned shares of Common Stock to another family trust, the Paul Brooke Family Trust (the "Trust No. 1"). Collectively, Trust No. 1 and Trust No. 2 are referred to herein and will be referred to in future reports as "The Paul Brooke Family Trusts".

- (3) Restricted shares issued to the Reporting Person under the Issuer's Amended and Restated 2010 Stock Incentive Plan in lieu of quarterly director retainer fees pursuant to an election by the Reporting Person intended to comply with Rule 10b5-1. Restricted shares are fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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