CELGENE CORP /DE/ Form SC 13G/A February 05, 2004

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No. 1) *

Celgene Corporation

(Name of Issuer)

common stock

(Title of Class of Securities)

151020104

(CUSIP Number)

December 31, 2003

(Date of Event Which requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- [X] Rule 13d-1(b)
- [_] Rule 13d-(c)
- [_] Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 16 Pages

^{*}The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

CUSI	IP No.	1510	20104	1	Schedule 1	L3G	Page 2 of 16 Pages
1.				TING PERSO TICATION N		PERSONS (ENT	ITIES ONLY)
	The	Gover	nor a	and Compan	ny of the Ban	nk of Ireland	
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2.	CHEC	K THE	APPF	ROPRIATE E	BOX IF A MEMI	BER OF A GROU	
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S	SHARES			not appl	icable		
BENE	EFICIA	LLY	6.	SHARED V	OTING POWER		
OW	NED B	Υ		not appl	icable		
	EACH		7.	SOLE DIS	SPOSITIVE PO	√ER	
RE	EPORTI	NG		not appl	icable		
P	PERSON	ī	8.	SHARED D	OISPOSITIVE 1	POWER	
	WITH			not appl	icable		
9.	AGGR	EGATE	AMOU	JNT BENEFI	CIALLY OWNER	D BY EACH REP	ORTING PERSON
	not	appli	cable	2			
10.	CHEC	K BOX	IF T	THE AGGREG	GATE AMOUNT	IN ROW (9) EX	CLUDES CERTAIN SHARES*
							[_]
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11.	PERC	ENT O	F CLA	ASS REPRES	SENTED BY AMO	OUNT IN ROW (9)
	less	than	5.0%	5			
12.	TYPE	OF R	EPORI	CING PERSO)N*		

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SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 151020104 Schedule 13G Page 3 of 16 Pages NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) IBI Interfunding CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X] (b) [_] 3. SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Republic of Ireland NUMBER OF 5. SOLE VOTING POWER SHARES not applicable BENEFICIALLY 6. SHARED VOTING POWER OWNED BY not applicable 7. SOLE DISPOSITIVE POWER EACH REPORTING not applicable PERSON SHARED DISPOSITIVE POWER WITH not applicable 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON not applicable 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) less than 5.0%

12. TYPE OF REPORTING PERSON*

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	*SEE INSTRUCTIONS BEFORE FILLING OUT!					
CUSIP No. 1510	20104	Schedule 13G Page 4 of	16 Pages			
	1. NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
BancIrela	nd/Fi	rst Financial, Inc.				
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X] (b) [_]						
3. SEC USE O	NLY					
4. CITIZENSH	IP OF	R PLACE OF ORGANIZATION				
New Hamps	hire					
NUMBER OF	5.	SOLE VOTING POWER				
SHARES		not applicable				
BENEFICIALLY	6.	SHARED VOTING POWER				
OWNED BY		not applicable				
EACH	7.	SOLE DISPOSITIVE POWER				
REPORTING		not applicable				
PERSON	8.	SHARED DISPOSITIVE POWER				
WITH		not applicable				

- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON not applicable
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[_]

^{11.} PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

less than 5.0%

		'ING PERSON*		
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CUSIP No. 151	.020104	S	Schedule 13G	Page 5 of 16 Pages
		ING PERSONS	OF ABOVE PERSON	IS (ENTITIES ONLY)
BIAM (US			or Above rendon	O (BRITITES ONET)
BIAM (US	o) Inc.			
2. CHECK TH	IE APPR	OPRIATE BOX	IF A MEMBER OF	
				(a) [X] (b) [_]
B. SEC USE	ONLY			
4. CITIZENS	SHIP OR	PLACE OF OF	RGANIZATION	
4. CITIZENS		PLACE OF OF	RGANIZATION	
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	:	SOLE VOTING		
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10.	CHECK BOX	X IF T	THE AGGRE	EGATE AMOUN	IT IN ROW	(9)	EXCLUDES	S CERTA	IN SH	ARES*
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11.	PERCENT (OF CLA	ASS REPRE	ESENTED BY	AMOUNT I	N ROW	(9)			
	less than	n 5.09	2							
12.	TYPE OF 1	REPORT	ΓING PERS	SON*						
	IA									
			*SEE I	INSTRUCTION	IS BEFORE	FILL	ING OUT	!		
CUSI	P No. 151	020104	4	Schedul	e 13G		Pag	ge 7 of	16 P	ages
1.	NAME OF I				VIE DEDGO	NC /E	NTTTTEC	ONIT VI)		
	COLE Part			NO. OF ABO	IVE PERSOI	NS (E	NIIIIES	ONLY)		
	COLE FAI	chers	TITC							
2.	CHECK THI	E APPI	ROPRIATE	BOX IF A M	IEMBER OF	A GR	OUP*		(a)	[X]
									(b)	= =
3.	SEC USE (YLINC								
4.	CITIZENS	HIP OF	R PLACE C	OF ORGANIZA	TION					
	Delaware									
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BENE	FICIALLY	6.	SHARED	VOTING POW	IER					
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9.	AGGREGATI	E AMOU	JNT BENEF	FICIALLY OW	NED BY E	ACH R	EPORTING	G PERSC	N	

not applicable

10.	CHECK BOX	X IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	N SHARES	*
					[_]
11.	PERCENT (OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (9)		
	less tha	n 5.09	5		
12.	TYPE OF	REPOR:	CING PERSON*		
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			*SEE INSTRUCTIONS BEFORE FILLING OUT!		
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CUSI	P NO. 151	020104	Schedule 13G Page 8 of 19	Pages	
1.	NAME OF	PED∪B.	TING PERSONS		
Τ.			CICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)		
	Iridian 1	Partne	ers Fund, L.P.		
2.	CHECK TH	E APPI	ROPRIATE BOX IF A MEMBER OF A GROUP*		
٠.				(a) [X] (b) [_]	
				(5) [_]	
3.	SEC USE	YLINC			
4.	CITIZENS	HIP OF	R PLACE OF ORGANIZATION		
	Delaware				
NU	MBER OF	5.	SOLE VOTING POWER		
S	HARES		not applicable		
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OW	NED BY		not applicable		
	EACH	7.	SOLE DISPOSITIVE POWER		
RE	PORTING		not applicable		
Р	ERSON	8.	SHARED DISPOSITIVE POWER		
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9.		MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	not applical	ple	
10.	CHECK BOX II	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	N SHARES*
			[_]
11.	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	less than 5	.0%	
12.	TYPE OF REPO	ORTING PERSON*	
	PN		
		*SEE INSTRUCTIONS BEFORE FILLING OUT!	
CUSI	P No. 151020	Schedule 13G Page 9 of 1	.6 Pages
1.		ORTING PERSONS	
		TIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Iridian Inve	estors, L.P.	
2.	CHECK THE A	PPROPRIATE BOX IF A MEMBER OF A GROUP*	
			(a) [X] (b) [_]
			. ,
3.	SEC USE ONL	Y	
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RE	PORTING	not applicable	

PE	ERSON	8.	SHARED DISPOSITIVE POWER
V	WITH		not applicable
9.	AGGREGATE	AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
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10.	CHECK BOX	IF T	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
			[_]
11.	PERCENT O	F CLA	ASS REPRESENTED BY AMOUNT IN ROW (9)
	less than	5.0%	
12.	TYPE OF R	EPORI	TING PERSON*
	PN		
			*SEE INSTRUCTIONS BEFORE FILLING OUT!
CUSIE	P No. 1510	20104	4 Schedule 13G Page 10 of 16 Pages
1.			TING PERSONS FICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
			te Business Value Equity Fund, L.P.
2.	CHECK THE	APPF	ROPRIATE BOX IF A MEMBER OF A GROUP*
			(a) [X] (b) [_]
3.	SEC USE O	NLY	
4.	CITIZENSH	IP OF	R PLACE OF ORGANIZATION
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E	EACH	7.	SOLE DISPOSITIVE POWER

	Edgar Filling. GEEGEINE GOTTI /BE/ Tomi GO 104/A
REPORTING	not applicable
PERSON	8. SHARED DISPOSITIVE POWER
WITH	not applicable
9. AGGREG	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
not ap	plicable
10. CHECK	BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	[_]
11. PERCEN	T OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
less t	han 5.0%
12. TYPE O	F REPORTING PERSON*
PN	
	*SEE INSTRUCTIONS BEFORE FILLING OUT!
1. NAME O	51020104 Schedule 13G Page 11 of 16 Pages F REPORTING PERSONS
	IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) L. Cohen
2. CHECK	THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X] (b) [_]
3. SEC US	E ONLY
4. CITIZE	NSHIP OR PLACE OF ORGANIZATION
United	States
NUMBER OF	5. SOLE VOTING POWER
SHARES	not applicable
BENEFICIALL	Y 6. SHARED VOTING POWER
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REPORTING		not applicable							
P	ERSON	8.	SHARED DISPOSITIVE POWER						
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10.	CHECK BOX	IF T	E AGGREGATE AMOUNT IN ROW	(9) EXCLUDES CERTAIN SHARE	[_]				
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	less than	5.0%							
12.	TYPE OF RE	EPORT	NG PERSON*						
	IN								
CUSI	P No. 15102	20104	Schedule 13G	Page 12 of 16 Pag	res				
1.	NAME OF RE		NG PERSONS CATION NO. OF ABOVE PERSO	NS (ENTITIES ONLY)					
	Harold J.	Levy							
2.	CHECK THE	APPR	PRIATE BOX IF A MEMBER OF	A GROUP* (a) [X (b) [_					
3.	SEC USE ON	1LY							
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	United Sta	ates							
NU	MBER OF	5.	SOLE VOTING POWER						
S	HARES		not applicable						

BENEFICIALLY 6. SHARED VOTING POWER OWNED BY not applicable 7. SOLE DISPOSITIVE POWER EACH REPORTING not applicable PERSON 8. SHARED DISPOSITIVE POWER WITH not applicable 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON not applicable 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_] 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) less than 5.0% 12. TYPE OF REPORTING PERSON* ΙN *SEE INSTRUCTIONS BEFORE FILLING OUT! SCHEDULE 13G Page 13 of 16 Pages This Amendment No. 1 to Schedule 13G amends in its entirety Schedule 13G

This Amendment No. 1 to Schedule 13G amends in its entirety Schedule 13G previously filed for the month ended December 31, 2002. This Amendment reports a less than 5.0% position (see item 5).

Item 1(a). Name of Issuer:

Celgene Corporation

Item 1(b). Address of Issuer's Principal Executive Offices:

7 Powder Horn Drive Warren, NJ 07059

Item 2.

(a) Name of Person Filing.

This Statement is being filed by and on behalf of The Governor and Company of

the Bank of Ireland (the "Bank of Ireland"), IBI Interfunding ("IBI"), BancIreland/First Financial, Inc. ("BancIreland"), BIAM (US) Inc., Iridian Asset Management LLC ("Iridian"), COLE Partners LLC ("COLE"), Iridian Partners Fund, L.P. ("Iridian Partners"), Iridian Investors, L.P. ("Iridian Investors"), Iridian Private Business Value Equity Fund, L.P. ("Iridian Private Business"), David L. Cohen and Harold J. Levy (collectively, the "Reporting Persons").

(b) Address of Principal Business Office:

The principal business address of Bank of Ireland and IBI is Lower Baggot Street, Dublin 2, Ireland.

The principal business address of BancIreland is Junction Marketplace #27, 1011 N. Main Street, White River Junction, VT 05501.

The principal business address of BIAM (US) Inc. is Liberty Park #15, 282 Route 101, Amherst, NH 03110.

The principal business address of Iridian, COLE, Iridian Partners, Iridian Investors, Iridian Private Business, Mr. Cohen and Mr. Levy is c/o Iridian Asset Management LLC, 276 Post Road West, Westport, CT 06880-4704.

(c) Citizenship or Place of Organization:

Bank of Ireland and IBI are Ireland corporations. BancIreland is a New Hampshire corporation. BIAM (US) Inc. is a Delaware corporation. Iridian and COLE are Delaware limited liability companies. Each of Iridian Partners, Iridian Investors and Iridian Private Business is a Delaware limited partnership. Each of David L. Cohen and Harold J. Levy is a citizen of the United States.

d) Title of Class of Securities:

This Statement relates to the shares of common stock, \$.01 par value, of Celgene Corporation.

(e) CUSIP Number: The CUSIP number is 151020104.

Rule 13d-1(b)(1)(ii)(F);

		SCHEDULE 13G Page 14 of 16 Pages
		s Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or ther the Person Filing is a:
(a)	[_]	Broker or dealer registered under Section 15 of the Exchange Act.
(b)	[_]	Bank as defined in Section 3(a)(6) of the Exchange Act.
(c)	[_]	Insurance company as defined in Section 3(a)(19) of the Exchange Act.
(d)	[_]	Investment company registered under Section 8 of the Investment Company Act.
(e)	[_]	An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
(f)	[_]	An employee benefit plan or endowment fund in accordance with

- (g) [_] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (i) [_] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) [X] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. [_]

Item 4. Ownership.

Not applicable.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: X

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

This Statement is being filed on behalf of the Reporting Persons listed in item 2.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below the undersigned certifies that, to the best of its or his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

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SIGNATURE.

After reasonable inquiry and to the best of its or his knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 5, 2004

THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND

By: /s/ John Clifford

John Clifford

Group Secretary

IBI INTERFUNDING

By: /s/ Peter Nugent
Peter Nugent
Secretary

BANCIRELAND/FIRST FINANCIAL, INC.

By: /s/ Diane Morrison

Diane Morrison

Director

BIAM (US) INC.

By: /s/ Diane Morrison

Diane Morrison Director

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IRIDIAN ASSET MANAGEMENT LLC

By: /s/ Jeffrey M. Elliott

Jeffrey M. Elliott
Executive Vice President

COLE PARTNERS LLC

By: /s/ Jeffrey M. Elliott

Jeffrey M. Elliott Executive Vice President

IRIDIAN PARTNERS FUND, L.P. By: COLE PARTNERS LLC By: /s/ Jeffrey M. Elliott _____ Jeffrey M. Elliott Executive Vice President IRIDIAN INVESTORS, L.P. By: COLE PARTNERS LLC By: /s/ Jeffrey M. Elliott Jeffrey M. Elliott Executive Vice President IRIDIAN PRIVATE BUSINESS VALUE EQUITY FUND, L.P. By: COLE PARTNERS LLC By: /s/ Jeffrey M. Elliott Jeffrey M. Elliott Executive Vice President By: /s/ David L. Cohen _____ David L. Cohen, individually By: /s/ Harold J. Levy

Harold J. Levy, individually