

number.

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 Security (Instr. 3 and 4)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Unit	(1)	04/29/2016		M		10,000	(1)	(1)	Common Stock	10,000
Stock Option (right to buy)	\$ 104.97	05/02/2016		A		12,980	(2)	05/02/2026	Common Stock	12,980
Restricted Stock Unit	(4)	05/02/2016		A		6,829	(5)	(5)	Common Stock	6,829

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Scott Andrew 86 MORRIS AVENUE C/O CELGENE CORP SUMMIT, NJ 07901			See Remarks	

Signatures

/s/ Peter N. Kellogg _____ Peter N. Kellogg, 05/03/2016
Attorney-in-Fact

**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) All of the restricted stock units granted to the reporting person on April 29, 2013 vested and settled for shares of the Company's common stock.
- (2) Option is immediately exercisable and will vest in four equal annual installments commencing on May 2, 2017.
- (3) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as Amended and Restated as of April 15, 2015).
- (4) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (5)

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The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 15, 2015) and vest on May 2, 2019. Vested shares will be delivered to the reporting person on the vesting date.

Remarks:

President, Inflammation & Immunology

Exhibit 24 - Power of Attorney

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.