CELGENE CORP /DE/

Form 5

January 31, 2017

FORM 5

OMB APPROVAL

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

OMB 3235-0362 Number: January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

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OWNERSHIP OF SECURITIES

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1. Name and Ad CASEY MIC	ddress of Reporting P CHAEL D	Symbol	2. Issuer Name and Ticker or Trading Symbol CELGENE CORP /DE/ [CELG]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	(Month/D	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2016				(Check all applicable) _X_ Director 10% Owner Officer (give title Other (specify			
C/O CELGE CORPORAT AVENUE	ENE ΓΙΟΝ, 86 MORI					ł	pelow)	below)		
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)			(6. Individual or Joint/Group Reporting (check applicable line)					
SUMMIT,Â	NJÂ 07901					_	_X_ Form Filed by Form Filed by ? Person	One Reporting Po More than One R		
(City)	(State) (Z	Zip) Table	e I - Non-Deri	vative Sec	urities	s Acqui	ired, Disposed o	f, or Beneficial	ly 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. Securit Acquired Disposed (Instr. 3,	(A) o of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/29/2016	Â	G	862	D	\$0	91,530	I	Family Trust (1)	

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

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date	Expiration	Title	Number	
						Exercisable	Date	of		
					(A) (D)				Shares	

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Reporting Owners

Reporting Owner Name / Address		Relationsl	nps		
	Director	10% Owner	Officer	Other	
CASEY MICHAEL D C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	ÂX	Â	Â	Â	
Signatures					
/s/ Peter N. Kellogg Attorney-in-Fact		Peter	N. Kello	gg, 01/31/20	17
**Signatur	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) The reporting person disclaims beneficial ownership of these securities and the filing of this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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