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CELGENE CORP /DE/

Form S-8

June 30, 2005

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 30, 2005

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

CELGENE CORPORATION
(Exact name of Registrant as specified in its Charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

22-2711928
(I.R.S. Employer Identification No.)

86 MORRIS AVENUE
SUMMIT, NEW JERSEY
(Address of principal executive offices)

07901
(Zip code)

CELGENE CORPORATION 1998 STOCK INCENTIVE PLAN*

CELGENE CORPORATION 1995 NON-EMPLOYEE DIRECTORS' INCENTIVE PLAN
(Full Title of the Plans)

John W. Jackson
Celgene Corporation
86 Morris Avenue
Summit, New Jersey 07901
(Name and Address of Agent for Service)
(908) 673-9000
(Telephone number, including area code,
of agent for service)

COPIES TO:
Robert A. Cantone, Esq.
Proskauer Rose LLP
1585 Broadway
New York, New York 10036-8299
(212) 969-3000

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE
Common Stock, par	6,250,000 (2)	\$40.55 (3)	\$253,437,500 (3)

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value \$.01 per share

*Known prior to April 23, 2003 as the 1998 Long-Term Incentive Plan.

- (1) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities for the Celgene Corporation 1998 Stock Incentive Plan (the "1998 Plan") and the Celgene Corporation 1995 Non-Employee Directors' Incentive Plan (the "Directors' Incentive Plan" and, together with the 1998 Plan, the "Plans"). A Registration Statement on Form S-8 has previously been filed on each of January 4, 1999 (Registration No. 333-70083), June 20, 2000 and March 20, 2001 (Registration No. 333-39716), July 26, 2001 (Registration No. 333-65908) and August 14, 2003 (Registration No. 333-107980) for the existing securities under the 1998 Plan. A Registration Statement on Form S-8 has previously been filed on December 2, 1999 (Registration No. 333-91977) for the existing securities under the Directors' Incentive Plan.
- (2) Represents the additional number of shares of common stock, par value \$.01 per share ("Common Stock"), issuable upon exercise of options which may be granted under the Plans.
- (3) Calculated solely for purposes of this offering under Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, on the average of the high and low selling prices per share of the Common Stock as reported on the NASDAQ National Market on June 24, 2005.

2

Explanatory Note

This Registration Statement is filed pursuant to General Instruction E to Form S-8. The contents of each of the Registration Statements on Form S-8 (Registration Nos. 333-70083, 333-39716, 333-65908 and 333-107980 with respect to the 1998 Plan and Registration No. 333-91977 with respect to the Directors' Incentive Plan) are incorporated herein by reference and made a part hereof.

1. REGISTRATION OF ADDITIONAL SHARES OF COMMON STOCK UNDER THE 1998 PLAN. The aggregate number of shares of Common Stock that may be subject to awards under the 1998 Plan is increased from 25,000,000 to 31,000,000 and the number of shares that may be used for awards of restricted stock or performance-based awards denominated in shares of common stock is decreased from 1,700,000 to 750,000.

2. REGISTRATION OF ADDITIONAL SHARES OF COMMON STOCK UNDER THE DIRECTORS' INCENTIVE PLAN. The aggregate number of shares of Common Stock that may be subject to awards under the Directors' Incentive Plan is increased from 3,600,000 to 3,850,000 and the period under which options may be granted is extended until June 30, 2015.

3

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The contents of each of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the "Commission") on January 4, 1999 (Registration No. 333-70083), December 2, 1999 (Registration No. 333-91977), June 20, 2000 (Registration No. 333-39716), March 20, 2001, Post-Effective Amendment No. 1 with a Reoffer Prospectus (Registration No. 333-39716), July 26, 2001 (Registration No. 333-65908) and August 14, 2003 (Registration No. 333-107980) by Celgene Corporation, a Delaware corporation (the "Corporation" or the "Registrant"), are incorporated herein by reference. In addition, the following new documents filed with the Commission by the Corporation are incorporated herein by reference:

(1) the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed with the Commission on March 16, 2005, as amended by Form 10-K/A and filed with the Commission on March 18 and 21, 2005;

(2) the Corporation's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2005 filed with the Commission on May 10, 2005;

(3) the Corporation's Current Reports on Form 8-K and Form 8-K/A filed with the Commission on January 5 and 27, 2005, February 22, 2005, March 17 and 29, 2005, April 28, 2005 and June 16, 2005;

(4) the description of the Corporation's Common Stock contained in the Corporation's Registration Statement on Form 8-A, File No. 0-16132; and

(5) all documents subsequently filed by the Corporation pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing such documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS.

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| 5.1 | Opinion of Proskauer Rose LLP. |
| 23.1 | Consent of KPMG LLP. |
| 23.2 | Consent of Proskauer Rose LLP (included in Exhibit 5.1). |
| 24.1 | Power of Attorney (included in signature pages). |
| 99.1 | Celgene Corporation 1998 Stock Incentive Plan, as amended and restated. |
| 99.2 | Celgene Corporation 1995 Non-Employee Directors' Incentive Plan, as amended and restated. |

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II-I

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Summit, State of New Jersey, on June 30, 2005.

CELGENE CORPORATION

By: /s/ John W. Jackson

John W. Jackson
Chairman of the Board and
Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints John W. Jackson, Sol J. Barer and Robert J. Hugin, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to act, without the other, for him or her and in his or her name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8 of Celgene Corporation (the "Corporation") and any or all amendments (including post-effective amendments) thereto, relating to the registration, under the Securities Act of 1933, as amended, of additional shares of Common Stock of the Corporation to be issued pursuant to the Corporation's 1998 Stock Incentive Plan and the Directors' Incentive Plan and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed on June 30, 2005 below by the following persons in the capacities indicated.

Signature

/s/ John W. Jackson

John W. Jackson

Title

Chairman of the Board and Chief
Executive Officer (Principal
Executive Officer)

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/s/ Sol J. Barer ----- Sol J. Barer	Director, Chief Operating Officer
/s/ Robert J. Hugin ----- Robert J. Hugin	Director, Chief Financial Officer
/s/ Jack L. Bowman ----- Jack L. Bowman	Director
/s/ Frank T. Cary ----- Frank T. Cary	Director
/s/ Michael D. Casey ----- Michael D. Casey	Director
/s/ Arthur Hull Hayes, Jr. ----- Arthur Hull Hayes, Jr.	Director
/s/ Gilla Kaplan ----- Gilla Kaplan	Director
----- Richard C.E. Morgan	Director
/s/ Walter L. Robb ----- Walter L. Robb	Director
/s/ James R. Swenson ----- James R. Swenson	Controller (Chief Accounting Officer)

EXHIBIT INDEX

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