

CELGENE CORP /DE/

Form 4

September 02, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUGIN ROBERT J

(Last) (First) (Middle)

**C/O CELGENE
CORPORATION, 86 MORRIS
AVENUE**

(Street)

SUMMIT, NJ 07901

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CELGENE CORP /DE/ [CELG]

3. Date of Earliest Transaction
(Month/Day/Year)
09/02/2005

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)

Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/02/2005		M		17,500	A	\$ 8.825	241,036	D	
Common Stock	09/02/2005		F		9,724 ⁽¹⁾	D	\$ 51.35	231,312	D	
Common Stock	09/02/2005		M		17,500	A	\$ 8.865	248,812	D	
Common Stock	09/02/2005		F		9,732 ⁽²⁾	D	\$ 51.35	239,080	D	
Common Stock	09/02/2005		M		17,500	A	\$ 10.805	256,580	D	

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Common Stock	09/02/2005	F	<u>10,086</u> (3)	D	\$ 51.35	246,494	D	
Common Stock	09/02/2005	M	61,960	A	\$ 12.4375	308,454	D	
Common Stock	09/02/2005	F	<u>36,769</u> (4)	D	\$ 51.35	271,685	D	
Common Stock	09/02/2005	M	62,638	A	\$ 13.58	334,323	D	
Common Stock	09/02/2005	F	<u>37,919</u> (5)	D	\$ 51.35	296,404	D	
Common Stock	09/02/2005	M	37,500	A	\$ 16.81	333,904	D	
Common Stock	09/02/2005	F	<u>23,967</u> (6)	D	\$ 51.35	309,937	D	
Common Stock	09/02/2005	M	144,052	A	\$ 16.81	453,989	D	
Common Stock	09/02/2005	F	<u>92,067</u> (7)	D	\$ 51.35	361,922	D	
Common Stock	09/02/2005	M	18,650	A	\$ 22.25	380,572	D	
Common Stock	09/02/2005	F	<u>12,979</u> (8)	D	\$ 51.35	367,593	D	
Common Stock						2,400 <u>(9)</u>	I	by children

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

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SEC 1474
(9-02)

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)	
						Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option	\$ 8.825	09/02/2005		M	(A) 17,500	(10)	06/18/2012	Common Stock	

(right to
buy)Employee
StockOption
(right to
buy)

\$ 51.35

09/02/2005

A

9,724

03/02/2006 06/18/2012

Common
StockEmployee
StockOption
(right to
buy)

\$ 8.865

09/02/2005

M

17,500

(10)

10/22/2012

Common
StockEmployee
StockOption
(right to
buy)

\$ 51.35

09/02/2005

A

9,732

03/02/2006 10/22/2012

Common
StockEmployee
StockOption
(right to
buy)

\$ 10.805

09/02/2005

M

17,500

(10)

12/31/2012

Common
StockEmployee
StockOption
(right to
buy)

\$ 51.35

09/02/2005

A

10,086

03/02/2006 12/31/2012

Common
StockEmployee
StockOption
(right to
buy)

\$ 12.4375

09/02/2005

M

61,960

(10)

01/17/2011

Common
StockEmployee
StockOption
(right to
buy)

\$ 51.35

09/02/2005

A

36,769

03/02/2006 01/17/2011

Common
StockEmployee
StockOption
(right to
buy)

\$ 13.58

09/02/2005

M

62,638

(10)

01/25/2012

Common
StockEmployee
StockOption
(right to

\$ 51.35

09/02/2005

A

37,919

03/02/2006 01/25/2012

Common
Stock

buy)

Employee
Stock

Option (right to buy)	\$ 16.81	09/02/2005	M	37,500	<u>(10)</u>	06/10/2013	Common Stock
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Employee
Stock

Option (right to buy)	\$ 51.35	09/02/2005	A	23,967		03/02/2006	06/10/2013	Common Stock
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Employee
Stock

Option (right to buy)	\$ 16.81	09/02/2005	M	144,052	<u>(10)</u>	06/10/2013	Common Stock
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Employee
Stock

Option (right to buy)	\$ 51.35	09/02/2005	A	92,067		03/02/2006	06/10/2013	Common Stock
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Employee
Stock

Option (right to buy)	\$ 22.25	09/02/2005	M	18,650	<u>(11)</u>	01/21/2014	Common Stock
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Employee
Stock

Option (right to buy)	\$ 51.35	09/02/2005	A	12,979		03/02/2006	01/21/2014	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGIN ROBERT J C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	X		Chief Financial Officer	

Signatures

/s/ Robert J. Hugin	09/02/2005
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**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) This transaction reflects the exercise of options resulting in the acquisition of 7,776 shares. No shares were sold in the open market.
- (2) This transaction reflects the exercise of options resulting in the acquisition of 7,768 shares. No shares were sold in the open market.
- (3) This transaction reflects the exercise of options resulting in the acquisition of 7,414 shares. No shares were sold in the open market.
- (4) This transaction reflects the exercise of options resulting in the acquisition of 25,191 shares. No shares were sold in the open market.
- (5) This transaction reflects the exercise of options resulting in the acquisition of 24,719 shares. No shares were sold in the open market.
- (6) This transaction reflects the exercise of options resulting in the acquisition of 13,533 shares. No shares were sold in the open market.
- (7) This transaction reflects the exercise of options resulting in the acquisition of 51,985 shares. No shares were sold in the open market.
- (8) This transaction reflects the exercise of options resulting in the acquisition of 5,671 shares. No shares were sold in the open market.
- (9) The reporting person disclaims beneficial ownership of these securities and 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.
- (10) Grant was fully exercisable.
- (11) 22,174 shares remain unvested and will vest on 1/21/2006.

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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