Edgar Filing: WHITFIELD ROY A - Form 4

WHITFIEL	D ROY A										
Form 4											
June 01, 20	12										
FORM	ЛД								PPROVAL		
Washington, D.C. 20549								N OMB Number:	3235-0287		
Check this box								Expires:	January 31,		
if no longer subject to Section 16. Form 4 or							Estimated burden hou response	urs per			
Form 5 obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 17((a) of the P	ublic U	tility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940				
(Print or Type	Responses)										
WHITFIELD ROY A Sym				er Name and		Trading	5. Relationship of Reporting Person(s) to Issuer				
(-),			INCYTE CORP [INCY]				(Check all applicable)				
EXPERIMENTAL (STATION, ROUTE 141 & HENRY				3. Date of Earliest Transaction (Month/Day/Year) 05/30/2012			X_Director10% Owner Officer (give titleOther (specify below)below)				
CLAY RO	AD										
				Month/Day/Year) Applicable _X_ Form			Applicable Line) _X_ Form filed by	ed by One Reporting Person			
WILMING	TON, DE 19880						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemer Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)		
Reminder: Re	port on a separate line	e for each cla	iss of seci	urities bene	ficially ow	ned directly (or indirectly				
					Perso inform requir	ns who res nation conf red to resp ays a curre	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab				-	posed of, or	Beneficially Owned	1			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Ar
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorDerivative	Expiration Date	Underlying Se

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title 2
Non-Qualified Stock Options (right to buy)	\$ 22.05	05/30/2012		А	20,000	05/30/2013 <u>(1)</u>	05/29/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address			Relationsh		
ForBoo	Reporting O when Author Actuations		10% Owner	Officer	Other
WHITFIELD ROY A EXPERIMENTAL S' ROUTE 141 & HENI WILMINGTON, DE	Х				
Signatures					
/s/ Roy A. Whitfield	06/01/2012				
<u>**</u> 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 option vests in full on the first anniversary of the date of grant or, if earlier, the date of the next regular annual meeting of the Company's stockholders or upon change of control (as defined in option plan).

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.