INCYTE CORP Form 4 April 24, 2015

FORM 4

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

SECURITIES

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 4 or Form 5 obligations may continue. See Instruction

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

OMB APPROVAL

OMB Number:

3235-0287

January 31, Expires:

2005 Estimated average

burden hours per response...

5. Relationship of Reporting Person(s) to

0.5

Daly James M			Symbol	Issuer
			INCYTE CORP [INCY]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	
			(Month/Day/Year)	Director 10% Owner
1801 AUGUSTINE CUT-OFF			04/23/2015	X Officer (give title Other (specify below) EVP, Chief Commercial Officer
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
WILMINGT	ΓON, DE 198	303	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4)	ed of (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)
Common Stock	04/23/2015		M	1,203	A	\$ 16.62	4,724	D	
Common Stock	04/23/2015		M	15,464	A	\$ 16.62	20,188	D	
Common Stock	04/23/2015		M	5,556	A	\$ 18.32	25,744	D	
Common Stock	04/23/2015		S	22,223	D	\$ 107.67 (1) (2) (3)	3,521	D	
Common Stock	04/23/2015		M	14,718	A	\$ 64.55	18,239	D	

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Common Stock S 14,718 D \$\frac{\\$}{107.67} \ 3,521 \ D

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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number of corDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 16.62	04/23/2015		M	1,203	<u>(4)</u>	10/21/2019	Common Stock	1,2
Non-Qualified Stock Option (right to buy)	\$ 16.62	04/23/2015		M	15,464	<u>(4)</u>	10/21/2019	Common Stock	15,4
Non-Qualified Stock Option (right to buy)	\$ 18.32	04/23/2015		M	5,556	(5)	02/08/2020	Common Stock	5,5
Non-Qualified Stock Option (right to buy)	\$ 64.55	04/23/2015		M	14,718	<u>(6)</u>	01/20/2021	Common Stock	14,7

Reporting Owners

Reporting Owner Name / Address	Keiationsinps							
	Director	10% Owner	Officer	Other				
Daly James M			EVP, Chief					
1801 AUGUSTINE CUT-OFF			Commercial					
WILMINGTON, DE 19803			Officer					

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Signatures

/s/ Eric Siegel, Attorney-In-Fact

04/24/2015

**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 was effected pursuant to a Rule 10b5-1 trading plan adopted by reporting person.
- (2) Reporting person undertakes to provide upon request by Securites and Exchange Commission, the issuer or a securityholder of the issuer detailed information regarding the price and number of shares sold within range indicated.
- (3) Represents weighted average sale price. Actual sale prices ranged from \$106.88 \$108.22.
- (4) Beginning October 22, 2012, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (5) Beginning February 9, 2013, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (6) Beginning January 21, 2014, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.

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.

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