

CELGENE CORP /DE/
Form 4
September 02, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JACKSON JOHN W

(Last) (First) (Middle)

C/O CELGENE CORPORATION, 80 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 Executive 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/02/2005		M		50,000 A \$ 8.825	1,118,602	D
Common Stock	09/02/2005		F		27,785 (1) D \$ 51.35	1,090,817	D
Common Stock	09/02/2005		M		50,000 A \$ 8.865	1,140,817	D
Common Stock	09/02/2005		F		27,806 (2) D \$ 51.35	1,113,011	D
Common Stock	09/02/2005		M		50,000 A \$ 10.805	1,163,011	D

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Common Stock	09/02/2005	F	<u>28,819</u> ⁽³⁾	D	\$ 51.35	1,134,192	D	
Common Stock	09/02/2005	M	191,960	A	\$ 12.4375	1,326,152	D	
Common Stock	09/02/2005	F	<u>113,917</u> ⁽⁴⁾	D	\$ 51.35	1,212,235	D	
Common Stock	09/02/2005	M	192,638	A	\$ 13.58	1,404,873	D	
Common Stock	09/02/2005	F	<u>116,619</u> ⁽⁵⁾	D	\$ 51.35	1,288,254	D	
Common Stock	09/02/2005	M	100,000	A	\$ 16.81	1,388,254	D	
Common Stock	09/02/2005	F	<u>63,912</u> ⁽⁶⁾	D	\$ 51.35	1,324,342	D	
Common Stock	09/02/2005	M	188,002	A	\$ 16.81	1,512,344	D	
Common Stock	09/02/2005	F	<u>120,157</u> ⁽⁷⁾	D	\$ 51.35	1,392,187	D	
Common Stock						400,000 ⁽⁸⁾	I	by Spouse

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 8.825	09/02/2005		M		<u>(9)</u>	06/18/2012	Common Stock
Employee Stock	\$ 51.35	09/02/2005		A	27,785	03/02/2006	06/18/2012	Common Stock

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Option (right to buy)								
Employee Stock Option (right to buy)	\$ 8.865	09/02/2005	M	50,000	<u>(9)</u>	10/22/2012	Common Stock	
Employee Stock Option (right to buy)	\$ 51.35	09/02/2005	A	27,806	03/02/2006	10/22/2012	Common Stock	
Employee Stock Option (right to buy)	\$ 10.805	09/02/2005	M	50,000	<u>(9)</u>	12/31/2012	Common Stock	
Employee Stock Option (right to buy)	\$ 51.35	09/02/2005	A	28,819	03/02/2006	12/31/2012	Common Stock	
Employee Stock Option (right to buy)	\$ 12.4375	09/02/2005	M	191,960	<u>(9)</u>	01/17/2011	Common Stock	
Employee Stock Option (right to buy)	\$ 51.35	09/02/2005	A	113,917	03/02/2006	01/17/2011	Common Stock	
Employee Stock Option (right to buy)	\$ 13.58	09/02/2005	M	192,638	<u>(9)</u>	01/25/2012	Common Stock	
Employee Stock Option (right to buy)	\$ 51.35	09/02/2005	A	116,619	03/02/2006	01/25/2012	Common Stock	
Employee Stock Option	\$ 16.81	09/02/2005	M	100,000	<u>(9)</u>	06/10/2013	Common Stock	

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(9) Grant is fully exercisable.

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