

CELGENE CORP /DE/

Reported by
LOUGHLIN JAMES J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/16/17 for the Period Ending 06/14/17

Address	86 MORRIS AVENUE SUMMIT, NJ 07901
Telephone	(908)673-9000
CIK	0000816284
Symbol	CELG
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * LOUGHLIN JAMES 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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/14/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	6/15/2017		M		375	A	\$0.00 (1)	23294	D	
Common Stock								1800	I	Family Trust (2)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$121.04	6/14/2017		A		10500		(3)	6/14/2027	Common Stock	10500	\$0.00 (4)	10500	D	
Restricted Stock Unit	(5)	6/14/2017		A		900		(6)	(6)	Common Stock	900	\$0.00 (7)	900	D	
Restricted Stock Unit	(1)(5)(8)	6/15/2017		M		375		(1)	(1)	Common Stock	375	\$0.00 (7)	750	D	

Explanation of Responses:

- (1) One-third of the restricted stock units granted to the reporting person on June 15, 2016 vested and settled for shares of the Company's common stock.
- (2) 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.
- (3) Option is immediately exercisable and will vest on the earlier of June 14, 2018 or the day preceding the date of the next annual stockholder meeting.
- (4) The option was issued pursuant to the Company's 2017 Stock Incentive Plan.
- (5) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (6) The restricted stock units will vest in three equal annual installments commencing on June 14, 2018. Vested shares will be delivered to the reporting person promptly after the vesting date.
- (7) The restricted stock units were issued pursuant to the Company's 2017 Stock Incentive Plan.
- (8) The remainder of the restricted stock units will vest as follows: 375 shares on June 15, 2018; 375 shares on June 15, 2019. Vested shares will be delivered to the reporting person promptly after the vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOUGHLIN JAMES J				

C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	X			
---	---	--	--	--

Signatures

/s/ Peter N. Kellogg, Attorney-in-Fact

6/16/2017

^{**}Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.