

# **CELGENE CORP /DE/**

Reported by  
**SMITH SCOTT ANDREW**

## **FORM 3/A**

(Amended Statement of Beneficial Ownership)

Filed 08/01/17 for the Period Ending 08/01/14

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

## INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
Smith Scott Andrew			8/1/2014		CELGENE CORP /DE/ [CELG]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
86 MORRIS AVENUE, C/O CELGENE CORP			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) See Remarks /				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
SUMMIT, NJ 07901			8/5/2014		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)							

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3858 (1)	D	
Common Stock	2325	I	401(k) Plan

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Unit	(2)	(2)	Common Stock	6400	(3)	D	
Restricted Stock Unit	(4)	(4)	Common Stock	3750	(3)	D	
Restricted Stock Unit	(5)	(5)	Common Stock	10000	(3)	D	
Restricted Stock Unit	(6)	(6)	Common Stock	5000	(3)	D	
Restricted Stock Unit	(7)	(7)	Common Stock	10000	(3)	D	
Restricted Stock Unit	(8)	(8)	Common Stock	6666	(3)	D	
Restricted Stock Unit	(9)	(9)	Common Stock	6670	(3)	D	
Stock Options (right to buy)	(10)	2/3/2024	Common Stock	10000	\$74.30	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (right to buy)	<a href="#">(11)</a>	12/2/2023	Common Stock	15000	\$81.55	D	
Stock Options (right to buy)	<a href="#">(12)</a>	10/28/2023	Common Stock	10000	\$78.115	D	
Stock Options (right to buy)	<a href="#">(13)</a>	7/29/2023	Common Stock	10000	\$71.33	D	
Stock Options (right to buy)	<a href="#">(14)</a>	4/29/2023	Common Stock	10000	\$59.235	D	
Stock Options (right to buy)	<a href="#">(15)</a>	1/28/2023	Common Stock	5000	\$49.475	D	
Stock Options (right to buy)	<a href="#">(16)</a>	12/17/2022	Common Stock	15000	\$40.22	D	
Stock Options (right to buy)	<a href="#">(17)</a>	10/31/2022	Common Stock	5000	\$36.675	D	
Stock Options (right to buy)	<a href="#">(18)</a>	7/30/2022	Common Stock	5000	\$34.70	D	
Stock Options (right to buy)	<a href="#">(19)</a>	4/30/2022	Common Stock	5000	\$36.465	D	
Stock Options (right to buy)	<a href="#">(20)</a>	1/30/2022	Common Stock	5000	\$36.36	D	
Stock Options (right to buy)	<a href="#">(21)</a>	11/30/2021	Common Stock	20000	\$31.54	D	
Stock Options (right to buy)	<a href="#">(22)</a>	10/31/2021	Common Stock	5000	\$32.415	D	
Stock Options (right to buy)	<a href="#">(23)</a>	8/1/2021	Common Stock	5000	\$29.235	D	
Stock Options (right to buy)	<a href="#">(24)</a>	5/2/2021	Common Stock	5000	\$29.89	D	
Stock Options (right to buy)	<a href="#">(25)</a>	1/31/2021	Common Stock	12100	\$25.765	D	
Stock Options (right to buy)	<a href="#">(26)</a>	10/12/2020	Common Stock	12100	\$28.94	D	
Stock Options (right to buy)	<a href="#">(27)</a>	7/13/2020	Common Stock	12100	\$26.17	D	
Stock Options (right to buy)	<a href="#">(28)</a>	4/13/2020	Common Stock	12100	\$30.74	D	
Stock Options (right to buy)	<a href="#">(29)</a>	1/12/2020	Common Stock	2750	\$28.495	D	
Stock Options (right to buy)	<a href="#">(30)</a>	7/14/2019	Common Stock	646	\$23.01	D	
Stock Options (right to buy)	<a href="#">(31)</a>	4/14/2019	Common Stock	2750	\$19.505	D	
Stock Options (right to buy)	<a href="#">(32)</a>	1/31/2019	Common Stock	1250	\$25.18	D	

### **Explanation of Responses:**

- (1) The Form 3 filed on August 5, 2014 is amended and restated in its entirety to reflect the inadvertent omission of shares held by the reporting person on such date. There are no other changes to the Form 3 filed on August 5, 2014.
- (2) The restricted stock units vest on December 23, 2016. Vested shares will be delivered to the reporting person on the vested date.
- (3) The restricted stock units were issued pursuant to The Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013). Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (4) The restricted stock units vest on December 2, 2016. Vested shares will be delivered to the reporting person on the vested date.
- (5) The restricted stock units vest on April 29, 2016. Vested shares will be delivered to the reporting person on the vested date.
- (6) The restricted stock units vest on December 17, 2015. Vested shares will be delivered to the reporting person on the vested date.
- (7) The restricted stock units vest on December 3, 2015. Vested shares will be delivered to the reporting person on the vested date.
- (8) The restricted stock units vest on April 30, 2015. Vested shares will be delivered to the reporting person on the vested date.
- (9) The restricted stock units vest on November 30, 2014. Vested shares will be delivered to the reporting person on the vested date.
- (10) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on February 3, 2015.
- (11) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on December 2, 2014.
- (12) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on October 28, 2014.
- (13) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on July 29, 2014.
- (14) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on April 29, 2014.
- (15) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on January 28, 2014.
- (16) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on December 17, 2013.
- (17) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on October 31, 2013.
- (18) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on July 30, 2013.
- (19) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on April 30, 2013.
- (20) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on January 30, 2013.
- (21) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on November 30, 2012.
- (22) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on October 31, 2012.
- (23) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on August 1, 2012.
- (24) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on May 2, 2012.
- (25) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on January 31, 2012.
- (26) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on October 12, 2011.
- (27) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on July 13, 2011.
- (28) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on April 13, 2011.
- (29) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on January 12, 2011.
- (30) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on July 14, 2010.
- (31) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and will vest in four equal installments commencing on April 14, 2010.
- (32) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013) are immediately exercisable and

will vest in four equal installments commencing on January 13, 2010.

**Remarks:**

President and Chief Operating Officer

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Scott Andrew 86 MORRIS AVENUE C/O CELGENE CORP SUMMIT, NJ 07901			See Remarks	

**Signatures**

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

8/1/2017

\*\*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 5(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.

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