

CELGENE CORP /DE/

Reported by
KELLOGG PETER N

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/31/17 for the Period Ending 10/27/17

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

FORM 4

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

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Form 5 obligations may
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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
KELLOGG PETER N		CELGENE CORP /DE/ [CELG]		<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	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O CELGENE CORPORATION, 86 MORRIS AVENUE		10/27/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SUMMIT, NJ 07901				<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 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	10/27/2017		M		2100	A	\$0.00 (1)	41823	D	
Common Stock	10/27/2017		F		1088 (2)	D	\$98.17	40735	D	
Common Stock								348	I	401(k) Plan

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				
Restricted Stock Unit	(1)	10/27/2017		M		2100		(1)	(1)	Common Stock	2100	\$0.00 (1)	0	D	
Stock Option (right to buy)	\$100.97	10/30/2017		A		30911		(3)	10/30/2027	Common Stock	30911	(4)	30911	D	
Restricted Stock Unit	(5)	10/30/2017		A		3666		(6)	(6)	Common Stock	3666	(7)	3666	D	

Explanation of Responses:

- (1) All of the restricted stock units granted to the reporting person on October 27, 2014 vested and settled for shares of the Company's common stock.
- (2) This amount reflects shares withheld by the Company for the payment of taxes on the vested shares.
- (3) Option is immediately exercisable and will vest in four equal annual installments, commencing on October 30, 2018.
- (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 fully vest on October 30, 2020. 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.

Remarks:

Executive Vice President and Chief Financial Officer

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLOGG PETER N				

C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901			See Remarks	
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Signatures

/s/ Peter N. Kellogg

10/31/2017

**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.

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