

# **CELGENE CORP /DE/**

Reported by  
**HALLER JULIA A**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 06/15/18 for the Period Ending 06/13/18

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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## 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)	
<b>Haller Julia A</b>		<b>CELGENE CORP /DE/ [ CELG ]</b>		<input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>C/O CELGENE CORPORATION, 86 MORRIS AVENUE</b>		<b>6/13/2018</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>SUMMIT, NJ 07901</b>				<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	6/14/2018		M		300	A	\$0 (1)	875	D	
Common Stock	6/15/2018		M		375	A	\$0 (2)	1250	D	

**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	(3)	6/13/2018		A		1454		(4)	(4)	Common Stock	1454	\$0 (5)	1454	D	
Stock Option (right to buy)	\$77.38	6/13/2018		A		13266		(6)	6/13/2028	Common Stock	13266	\$0 (7)	13266	D	
Restricted Stock Unit	(1)(3)(8)	6/14/2018		M		300		(1)	(1)	Common Stock	300	\$0 (5)	600	D	
Restricted Stock Unit	(2)(3)(9)	6/15/2018		M		375		(2)	(2)	Common Stock	375	\$0 (5)	375	D	

### Explanation of Responses:

- One-third of the restricted stock units granted to the reporting person on June 14, 2017 vested and settled for shares of the Company's common stock.
- One-third of the restricted stock units granted to the reporting person June 15, 2016 vested and settled for shares of the Company's common stock.
- Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- The restricted stock units will vest in three annual installments as follows: 484 shares on June 13, 2019; 485 shares on June 13, 2020; and 485 shares on June 13, 2021. Vested shares will be delivered to the reporting person promptly after the vesting date.
- The restricted stock units were issued pursuant to the Company's 2017 Stock Incentive Plan.
- Option is immediately exercisable and will vest on the earlier of June 13, 2019 or the day preceding the date of the next stockholder meeting.
- The option was issued pursuant to the Company's 2017 Stock Incentive Plan.
- The remainder of the restricted stock units will vest in two annual installments as follows: 300 shares on June 14, 2019 and 300 shares on June 14, 2020. Vested shares will be delivered to the reporting person promptly after the vesting date.
- The remainder of the restricted stock units will vest 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

Haller Julia A C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	X				
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**Signatures**

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

6/15/2018

\*\*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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