#### CELGENE CORP /DE/

Form 4 January 09, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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**OMB APPROVAL** 

response...

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Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address	of Reporting Person
ROBB WALTER	L

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

CELGENE CORP /DE/ [CELG]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

01/08/2008

\_X\_\_ Director 10% Owner Officer (give title Other (specify

C/O CELGENE **CORPORATION, 86 MORRIS** 

**AVENUE** 

(City)

(Last)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

**SUMMIT, NJ 07901** 

								,	,	•
1.Title of	2. Transaction Date	2A. Deemed	3.		4. Securitie	s Acq	uired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transa	ctio	n(A) or Disp	osed c	of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code		(Instr. 3, 4	and 5)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr.	8)				Owned	Indirect (I)	Ownership
								Following	(Instr. 4)	(Instr. 4)
						( 4 )		Reported		
						(A)		Transaction(s)		
			G 1			or	ъ.	(Instr. 3 and 4)		
			Code	V	Amount	(D)	Price			
Common Stock	01/08/2008		J <u>(1)</u>		120,000	D	<u>(1)</u>	146,000	D	

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)

#### Edgar Filing: CELGENE CORP /DE/ - Form 4

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. Transactic Code (Instr. 8)	Securities		orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and		sactionDerivative e Securities r. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Variable Share Forward Transaction	<u>(1)</u>	01/08/2008		J <u>(1)</u>	120,	000	<u>(1)</u>	<u>(1)</u>	Common Stock	120,000				

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ROBB WALTER L							
C/O CELGENE CORPORATION	X						
86 MORRIS AVENUE	Λ						
SUMMIT, NJ 07901							

### **Signatures**

/s/ Robert J. Hugin, Attorney-in-Fact 01/08/2008

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* 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).

On January 8, 2008, the postpaid variable share forward arrangement (the "Transaction"), which Dr. Robb had entered into on May 8, 2007 with an unrelated third party (the "Buyer") relating to 120,000 shares of common stock of Celgene Corporation ("Common Stock"),

(1) matured. Pursuant to the terms of the Transaction, because the settlement price (\$49.61) was lower than the forward floor price (\$56.48), Dr. Robb will deliver 120,000 shares of Common Stock to the Buyer on January 11, 2008, which shares had been previously pledged to the Buyer to secure his obligations under the Transaction. In connection with the settlement, Dr. Robb will receive \$6,777,600.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2