CELGENE CORP /DE/

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 4 July 02, 2014

FORM 4

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

OMB Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LOUGHLIN JAMES J

(First)

2. Issuer Name and Ticker or Trading Symbol

CELGENE CORP /DE/ [CELG]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

07/01/2014

X_ Director 10% Owner Officer (give title Other (specify below)

C/O CELGENE CORPORATION, 86 MORRIS

AVENUE

Security

(Instr. 3)

(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

SUMMIT, NJ 07901

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. (Month/Day/Year) Execution Date, if Code (Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned Following (Instr. 4)

(D) or Indirect Beneficial Ownership (Instr. 4)

7. Nature of

Indirect

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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)

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactiorDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)) Acc or l (D) (Ins	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 88.5	07/01/2014		A	20	0,700		<u>(1)</u>	07/01/2024	Common Stock	20,700
Restricted Stock Unit	(3)	07/01/2014		A	2,	2,200		<u>(4)</u>	<u>(4)</u>	Common Stock	2,200

Reporting Owners

Reporting Owner Name / Address	Relationships					
·F··· G····	Director	10% Owner	Officer	Other		
LOUGHLIN JAMES J C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	X					

Signatures

/s/Robert J Hugin	Robert J Hugin,	07/02/2014		
Attorney-in-Fact		07/02/2014		
	**Signature of Reporting Person			

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).
- (1) Option is immediately exercisable and will vest on the earlier of July 1, 2015 and the day preceding the date of the next annual stockholders' meeting.
- (2) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as amended).
- (3) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (4) The restricted stock units will vest in three equal annual installments commencing on July 1, 2015. Vested shares will be delivered to the reporting person promptly after the vesting date.
- (5) The restricted stock units were issued pursuant to the Company's 2008 Incentive Plan.

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.

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