

CELGENE CORP /DE/  
Form 4  
June 17, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

**SUMMIT, NJ 07901**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CELGENE CORP /DE/ [CELG]**

3. Date of Earliest Transaction (Month/Day/Year)  
**06/15/2011**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	06/16/2011		M		685	A	<u>(1)</u> 2,370	D
Common Stock	06/17/2011		M		685	A	<u>(2)</u> 3,055	D
Common Stock							600	I
								By family trusts <sup>(3)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

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

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. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 57.99	06/15/2011		A	9,300	<u>(4)</u>	06/15/2021	Common Stock	9,300
Restricted Stock Units	<u>(6)</u>	06/15/2011		A	3,100	<u>(7)</u>	<u>(7)</u>	Common Stock	3,100
Restricted Stock Units	<u>(1)</u> <u>(6)</u> <u>(9)</u>	06/16/2011		M	685	<u>(1)</u>	<u>(1)</u>	Common Stock	685
Restricted Stock Units	<u>(2)</u> <u>(6)</u> <u>(10)</u>	06/17/2011		M	685	<u>(2)</u>	<u>(2)</u>	Common Stock	685

## Reporting Owners

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

## Signatures

/s/ Robert J. Hugin,  
Attorney-in-Fact

06/17/2011

\*\*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).
- (1) One-third of the restricted stock units granted to the reporting person on June 16, 2010 vested and such vested portion of the restricted stock units settled for shares of the Company's common stock.
- (2) One-third of the restricted stock units granted to the reporting person on June 17, 2009 vested and such vested portion of the restricted stock units settled for shares of the Company's common stock.
- (3) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.
- (4) Option is immediately exercisable and will vest on the earlier of June 15, 2012 and the day preceding the date of the next annual stockholders' meeting.
- (5) The option was issued pursuant to the Company's 2008 Stock Incentive Plan.
- (6) Each share of 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 equal annual installments commencing on June 15, 2012. Vested shares will be delivered to the reporting person in three equal installments promptly after June 15, 2018, June 15, 2019 and June 15, 2020, respectively, at the reporting person's election to defer receipt of such shares.
- (8) The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan.
- (9) The remainder portion of the restricted stock units will vest in two equal annual installments on June 16, 2012 and June 16, 2013. Vested shares will be delivered to the reporting person promptly after the vesting date.
- (10) The remainder portion of the restricted stock units will vest on June 17, 2012. Vested shares will be delivered to the reporting person promptly after the vesting date.

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.