

CELGENE CORP /DE/
Form 3
June 24, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â PEHL MICHAEL F.</p> <p>(Last) (First) (Middle)</p> <p>C/O CELGENE CORPORATION,Â 86 MORRIS AVENUE</p> <p>(Street)</p> <p>SUMMIT,Â NJÂ 07901</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/15/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CELGENE CORP /DE/ [CELG]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>See remarks</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 1,628 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Stock Option (right to buy) | Â <u>(1)(2)</u> | 01/30/2022 | Common Stock | 938 | \$ 36.36 | D | Â |
| Stock Option (right to buy) | Â <u>(1)(2)</u> | 04/30/2022 | Common Stock | 1,668 | \$ 36.47 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(3)</u> | 07/30/2022 | Common Stock | 1,668 | \$ 34.7 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(4)</u> | 10/31/2022 | Common Stock | 1,668 | \$ 36.68 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(5)</u> | 12/17/2022 | Common Stock | 2,500 | \$ 40.22 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(6)</u> | 01/28/2023 | Common Stock | 3,336 | \$ 49.48 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(7)</u> | 04/29/2023 | Common Stock | 3,752 | \$ 59.23 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(8)</u> | 07/29/2023 | Common Stock | 3,752 | \$ 71.33 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(9)</u> | 10/28/2023 | Common Stock | 3,752 | \$ 78.11 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(10)</u> | 12/02/2023 | Common Stock | 3,752 | \$ 81.56 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(11)</u> | 02/03/2024 | Common Stock | 5,626 | \$ 74.3 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(12)</u> | 07/28/2024 | Common Stock | 3,750 | \$ 87.64 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(13)</u> | 10/27/2024 | Common Stock | 1,875 | \$ 103.1 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(14)</u> | 12/19/2024 | Common Stock | 5,000 | \$ 117.18 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(15)</u> | 02/02/2025 | Common Stock | 2,500 | \$ 118.57 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(16)</u> | 05/04/2025 | Common Stock | 3,125 | \$ 109.9 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(17)</u> | 07/27/2025 | Common Stock | 3,125 | \$ 132.56 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(18)</u> | 11/09/2025 | Common Stock | 3,125 | \$ 114.08 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(19)</u> | 02/01/2026 | Common Stock | 3,125 | \$ 100.8 | D | Â |

| | | | | | | | |
|-----------------------------|-----------|------------|--------------|-------|--------------|---|---|
| Stock Option (right to buy) | Â (2)(20) | 05/02/2026 | Common Stock | 5,000 | \$ 104.97 | D | Â |
| Restricted Stock Unit | Â (21) | Â (21) | Common Stock | 1,880 | \$ (22) (23) | D | Â |
| Restricted Stock Unit | Â (24) | Â (24) | Common Stock | 2,500 | \$ (22) (23) | D | Â |
| Restricted Stock Unit | Â (25) | Â (25) | Common Stock | 1,250 | \$ (22) (23) | D | Â |
| Restricted Stock Unit | Â (26) | Â (26) | Common Stock | 3,125 | \$ (22) (23) | D | Â |
| Restricted Stock Unit | Â (27) | Â (27) | Common Stock | 2,700 | \$ (22) (23) | D | Â |
| Restricted Stock Unit | Â (28) | Â (28) | Common Stock | 2,500 | \$ (22) (23) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| PEHL MICHAEL F. C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901 | Â | Â | Â See remarks | Â |

Signatures

/s/ Michael F. Pehl _____ Michael
F. Pehl
Date: 06/24/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The option is immediately exercisable and is fully vested.
 - (2) The option was issued pursuant to the Company's 2008 Stock Incentive Plan (as amended and restated as of April 15, 2015).
 - (3) The option is immediately exercisable and will vest on July 30, 2016.
 - (4) The option is immediately exercisable and will vest on October 31, 2016.
 - (5) The option is immediately exercisable and will vest on December 17, 2016.
 - (6) The option is immediately exercisable and will fully vest on January 28, 2017.
 - (7) The option is immediately exercisable and will fully vest on April 29, 2017.
 - (8) The option is immediately exercisable and will vest in two annual installments as follows: 1,876 shares on July 29, 2016; 1,876 shares on July 29, 2017.
 - (9) The option is immediately exercisable and will vest in two annual installments as follows: 1,876 shares on October 28, 2016; 1,876 shares on October 28, 2017.

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- (10) The option is immediately exercisable and will vest in two annual installments as follows: 1,876 shares on December 2, 2016; 1,876 shares on December 2, 2017.
- (11) The option is immediately exercisable and will vest in two annual installments as follows: 1,876 shares on February 3, 2017; 1,876 shares on February 3, 2018.
- (12) The option is immediately exercisable and will vest in three annual installments as follows: 1,250 shares on July 28, 2016; 1,250 shares on July 28, 2017; 1,250 shares on July 28, 2018.
- (13) The option is immediately exercisable and will vest in three annual installments as follows: 625 shares on October 27, 2016; 625 shares on October 27, 2017; 625 shares on October 27, 2017.
- (14) The option is immediately exercisable and will vest in four equal annual installments commencing on December 19, 2015.
- (15) The option is immediately exercisable and will vest in four equal annual installments commencing on February 2, 2016.
- (16) The option is immediately exercisable and will vest in four equal annual installments commencing on May 4, 2016.
- (17) The option is immediately exercisable and will vest in four equal annual installments commencing on July 27, 2016.
- (18) The option is immediately exercisable and will vest in four equal annual installments commencing on November 9, 2016.
- (19) The option is immediately exercisable and will vest in four equal annual installments commencing on February 1, 2017.
- (20) The option is immediately exercisable and will vest in four equal annual installments commencing on May 2, 2017.
- (21) The restricted stock units will vest on December 2, 2016. Vested shares will be delivered to the reporting person promptly after the vesting date.
- (22) The restricted stock unit was issued pursuant to the Company's 2008 Stock Incentive Plan (as amended and restated as of April 15, 2015).
- (23) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (24) The restricted stock units will vest on July 28, 2017. Vested shares will be delivered to the reporting person on the vesting date.
- (25) The restricted stock units will vest on December 19, 2017. Vested shares will be delivered to the reporting person on the vesting date.
- (26) The restricted stock units will vest on May 4, 2018. Vested shares will be delivered to the reporting person on the vesting date.
- (27) The restricted stock units will vest on December 16, 2018. Vested shares will be delivered to the reporting person on the vesting date.
- (28) The restricted stock units will vest on May 2, 2019. Vested shares will be delivered to the reporting person on the vesting date.

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Remarks:

PresidentÂ HematologyÂ &Â Oncology

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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