

CELGENE CORP /DE/
Form 4/A
April 18, 2014

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 *
HUGIN ROBERT 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)
03/13/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
03/14/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/13/2014 | | M | A | 7,897 \$ 59.01 | D | |
| Common Stock | 03/13/2014 | | M | A | 17,139 \$ 42.39 | D | |
| Common Stock | 03/13/2014 | | M | A | 25,168 \$ 42.39 | D | |
| Common Stock | 03/13/2014 | | M | A | 5,000 \$ 12.585 | D | |
| Common Stock | 03/13/2014 | | M | A | 40,000 \$ 15.49 | D | |

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| | | | | | | | | |
|--------------|------------|---|----------------------|---|--------|--------------------|---|-------------|
| Common Stock | 03/13/2014 | F | 58,434 <u>(1)</u> | D | \$ 156 | 510,434 <u>(1)</u> | D | |
| Common Stock | | | | | | 4,800 <u>(2)</u> | I | By Children |
| Common Stock | | | | | | 13,589 | I | 401(k) Plan |

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

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(9-02)

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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 59.01 | 03/13/2014 | | M | 7,897 | <u>(3)</u> 07/06/2014 | Common Stock | 7,897 | |
| Stock Option (right to buy) | \$ 42.39 | 03/13/2014 | | M | 17,139 | <u>(3)</u> 07/06/2014 | Common Stock | 17,139 | |
| Stock Option (right to buy) | \$ 42.39 | 03/13/2014 | | M | 25,168 | <u>(3)</u> 04/06/2014 | Common Stock | 25,168 | |
| Stock Option (right to buy) | \$ 12.585 | 03/13/2014 | | M | 5,000 | <u>(3)</u> 01/04/2015 | Common Stock | 5,000 | |
| Stock Option (right to buy) | \$ 15.49 | 03/13/2014 | | M | 40,000 | <u>(3)</u> 10/05/2014 | Common Stock | 40,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUGIN ROBERT J C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901 | X | | see remarks | |

Signatures

/s/Robert J Hugin _____ Robert J
Hugin 04/18/2014

**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).
- This Form 4/A is being filed to amend and restate in its entirety the Form 4 filed on March 14, 2014 to correct the number of shares
- (1) withheld for payment of the exercise price or tax liability incident to the stock options exercised (column 4) and also to correct the amount of securities beneficially owned following the reported transactions (column 5).
 - (2) 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 purposes of Section 16 or for any other purpose.
 - (3) The option was fully exercisable.
 - (4) The option was issued pursuant to the Celgene Corporation 2008 Stock Incentive Plan (Amended and Restated as of April 17, 2013).

Remarks:

Chairman of the Board of Directors, Chief Executive Officer and President

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.