

INCYTE CORP  
Form 4  
February 18, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
Siegel Eric H.

(Last) (First) (Middle)

EXPERIMENTAL  
STATION, ROUTE 141 AND  
HENRY CLAY RD

(Street)

WILMINGTON, DE 19880

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INCYTE CORP [INCY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2014

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)  
EVP, General Counsel

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)
Common Stock	02/13/2014		M		27	A	\$ 17.79	1,214	D	
Common Stock	02/13/2014		M		3,245	A	\$ 16.66	4,459	D	
Common Stock	02/13/2014		M		4,445	A	\$ 14.72	8,904	D	
Common Stock	02/13/2014		M		2,778	A	\$ 14	11,682	D	
Common Stock	02/13/2014		M		1,112	A	\$ 14.72	12,794	D	

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Common Stock	02/13/2014	M	1,389	A	\$ 14	14,183	D
Common Stock	02/13/2014	M	10,390	A	\$ 17.79	24,573	D
Common Stock	02/13/2014	M	4,802	A	\$ 16.66	29,375	D
Common Stock	02/13/2014	M	26,667	A	\$ 18.32	56,042	D
Common Stock	02/13/2014	S	54,855	D	\$ 66.67 <u>(5) (6)</u>	1,187	D
Common Stock	02/13/2014	S	1,187	D	\$ 66.5	0	D

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 17.79	02/13/2014		M	27	<u>(1)</u> 01/18/2019	Common Stock	27
Non-Qualified Stock Option (right to buy)	\$ 16.66	02/13/2014		M	3,245	<u>(2)</u> 10/28/2017	Common Stock	3,245
Non-Qualified Stock Option (right to buy)	\$ 14.72	02/13/2014		M	4,445	<u>(3)</u> 01/24/2018	Common Stock	4,445
Non-Qualified Stock Option (right to buy)	\$ 14	02/13/2014		M	2,778	<u>(4)</u> 08/08/2018	Common Stock	2,778

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Incentive Stock Option (right to buy)	\$ 14.72	02/13/2014	M	1,112	(3)	01/24/2018	Common Stock	1,112
Incentive Stock Option (right to buy)	\$ 14	02/13/2014	M	1,389	(4)	08/08/2018	Common Stock	1,389
Non-Qualified Stock Option (right to buy)	\$ 17.79	02/13/2014	M	10,390	(1)	01/18/2019	Common Stock	10,390
Incentive Stock Option (right to buy)	\$ 16.66	02/13/2014	M	4,802	(2)	10/28/2017	Common Stock	4,802
Non-Qualified Stock Option (right to buy)	\$ 18.32	02/13/2014	M	26,667	(7)	02/08/2020	Common Stock	26,667

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Siegel Eric H. EXPERIMENTAL STATION ROUTE 141 AND HENRY CLAY RD WILMINGTON, DE 19880			EVP, General Counsel	

## Signatures

/s/ Eric Siegel                      02/18/2014

\*\*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).
- (1) Beginning January 19, 2012, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (2) Beginning October 29, 2010, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (3) Beginning January 25, 2011, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (4) Beginning August 9, 2011, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (5) Represents weighted average sale price. Actual sales prices ranged from \$65.52-\$67.26.
- (6) Reporting person undertakes to provide upon request by Securities and Exchange Commission, the issuer or a securityholder of the issuer detailed information regarding the price and number of shares sold within range indicated.
- (7) Beginning February 9, 2013, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.

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