

MARIO ERNEST  
Form 4  
June 15, 2018

**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 \*  
**MARIO ERNEST**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O CELGENE CORPORATION, 86 MORRIS AVENUE**

3. Date of Earliest Transaction (Month/Day/Year)  
**06/13/2018**

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

(Street)  
**SUMMIT, NJ 07901**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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			
				Code V	Amount			
Common Stock	06/14/2018		M	300	A	\$ 0 (1)	55,704	D
Common Stock	06/15/2018		M	375	A	\$ 0 (2)	56,079	D
Common Stock							324 (3)	I
								By Spouse

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

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SEC 1474 (9-02)



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One-third of the restricted stock units granted to the reporting person June 15, 2016 vested and settled for shares of the Company's common stock.

- (3) The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (4) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (5) The restricted stock units will vest in three annual installments as follows: 484 shares on June 13, 2019; 485 shares on June 13, 2020; and 485 shares on June 13, 2021. Vested shares will be delivered to the reporting person promptly after the vesting date.
- (6) The restricted stock units were issued pursuant to the Company's 2017 Stock Incentive Plan.
- (7) Option is immediately exercisable and will vest on the earlier of June 13, 2019 or the day preceding the date of the next stockholder meeting.
- (8) The option was issued pursuant to the Company's 2017 Stock Incentive Plan.
- (9) The remainder of the restricted stock units will vest in two annual installments as follows: 300 shares on June 14, 2019 and 300 shares on June 14, 2020. Vested shares will be delivered to the reporting person promptly after the vesting date.
- (10) The remainder of the restricted stock units will vest on June 15, 2019. 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.