

Biller Jonathan
Form 3
July 12, 2018

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 Biller Jonathan</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>07/03/2018</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 <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP and General Counsel</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 <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 | 2,146 | D | Â |
| Common stock | 282 | I | 401(k) |
| Common Stock | 400 | I | Spouse ⁽¹⁾ |

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)

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| 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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (right to buy) | Â <u>(2)(3)</u> | 10/28/2023 | Common Stock | 1,564 | \$ 78.12 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(3)</u> | 12/02/2023 | Common Stock | 726 | \$ 81.56 | D | Â |
| Stock Option (right to buy) | Â <u>(2)(3)</u> | 02/03/2024 | Common Stock | 1,564 | \$ 74.3 | D | Â |
| Stock Option (right to buy) | Â <u>(3)(4)</u> | 07/28/2024 | Common Stock | 1,563 | \$ 87.64 | D | Â |
| Stock Option (right to buy) | Â <u>(3)(5)</u> | 10/27/2024 | Common Stock | 1,563 | \$ 103.1 | D | Â |
| Stock Option (right to buy) | Â <u>(3)(6)</u> | 12/19/2024 | Common Stock | 3,500 | \$ 117.18 | D | Â |
| Stock Option (right to buy) | Â <u>(3)(7)</u> | 02/02/2025 | Common Stock | 3,125 | \$ 118.57 | D | Â |
| Stock Option (right to buy) | Â <u>(3)(8)</u> | 05/04/2025 | Common Stock | 3,125 | \$ 109.9 | D | Â |
| Stock Option (right to buy) | Â <u>(3)(9)</u> | 07/27/2025 | Common Stock | 3,125 | \$ 132.56 | D | Â |
| Stock Option (right to buy) | Â <u>(3)(10)</u> | 11/09/2025 | Common Stock | 3,125 | \$ 114.08 | D | Â |
| Stock Option (right to buy) | Â <u>(3)(11)</u> | 02/01/2026 | Common Stock | 2,344 | \$ 100.8 | D | Â |
| Stock Option (right to buy) | Â <u>(3)(12)</u> | 05/02/2026 | Common Stock | 2,344 | \$ 104.97 | D | Â |
| Stock Option (right to buy) | Â <u>(3)(13)</u> | 08/01/2026 | Common Stock | 3,125 | \$ 114.69 | D | Â |
| Stock Option (right to buy) | Â <u>(3)(14)</u> | 10/31/2026 | Common Stock | 6,250 | \$ 102.18 | D | Â |
| Stock Option (right to buy) | Â <u>(3)(15)</u> | 01/30/2027 | Common Stock | 6,250 | \$ 113.18 | D | Â |
| Stock Option (right to buy) | Â <u>(3)(16)</u> | 05/01/2027 | Common Stock | 3,125 | \$ 124.06 | D | Â |
| Stock Option (right to buy) | Â <u>(3)(17)</u> | 07/31/2027 | Common Stock | 3,125 | \$ 135.41 | D | Â |

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| | | | | | | | |
|-----------------------------|-----------|------------|--------------|-------|--------------|---|---|
| Stock Option (right to buy) | Â (3)(18) | 10/30/2027 | Common Stock | 3,438 | \$ 100.97 | D | Â |
| Stock Option (right to buy) | Â (3)(19) | 01/29/2028 | Common Stock | 3,437 | \$ 103.26 | D | Â |
| Stock Option (right to buy) | Â (3)(20) | 05/08/2028 | Common Stock | 4,688 | \$ 83.13 | D | Â |
| Restricted Stock Unit | Â (21) | Â (21) | Common Stock | 1,900 | \$ (22) (23) | D | Â |
| Restricted Stock Unit | Â (24) | Â (24) | Common Stock | 1,563 | \$ (22) (23) | D | Â |
| Restricted Stock Unit | Â (25) | Â (25) | Common Stock | 3,125 | \$ (22) (23) | D | Â |
| Restricted Stock Unit | Â (26) | Â (26) | Common Stock | 1,563 | \$ (22) (23) | D | Â |
| Restricted Stock Unit | Â (27) | Â (27) | Common Stock | 6,719 | \$ (22) (23) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| Biller Jonathan C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901 | Â | Â | Â | EVP and General Counsel Â |

Signatures

/s/ Jonathan Biller 07/12/2018

**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 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.
- (2) The option is immediately exercisable and fully vested.
- (3) The option was issued pursuant to the Company's 2017 Stock Incentive Plan (formerly known as the Company's 2008 Stock Incentive Plan).
- (4) The option is immediately exercisable and began to vest in four equal annual installments on July 28, 2015.
- (5) The option is immediately exercisable and began to vest in four equal annual installments beginning on October 27, 2015.
- (6) The option is immediately exercisable and began to vest in four equal annual installments beginning on December 19, 2015.
- (7) The option is immediately exercisable and began to vest in four equal annual installments beginning on February 2, 2016.

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- (8) The option is immediately exercisable and began to vest in four equal annual installments beginning on May 4, 2016.
- (9) The option is immediately exercisable and began to vest in four equal annual installments beginning on July 27, 2016.
- (10) The option is immediately exercisable and began to vest in four equal annual installments beginning on November 9, 2016.
- (11) The option is immediately exercisable and began to vest in four equal annual installments beginning on February 1, 2017.
- (12) The option is immediately exercisable and began to vest in four equal annual installments beginning on May 2, 2017.
- (13) The option is immediately exercisable and began to will vest in four equal annual installments commencing on August 1, 2017.
- (14) The option is immediately exercisable and began to vest in four equal annual installments beginning on October 31, 2017.
- (15) The option is immediately exercisable and began to vest in four equal annual installments beginning on January 30, 2018.
- (16) The option is immediately exercisable and began to vest in four equal annual installments beginning on May 1, 2018.
- (17) The option is immediately exercisable and will vest in four equal annual installments beginning on July 31, 2018.
- (18) The option is immediately exercisable and will vest in four equal annual installments beginning on October 30, 2018.
- (19) The option is immediately exercisable and will vest in four equal annual installments beginning on January 29, 2019.
- (20) The option is immediately exercisable and will vest in four equal annual installments beginning on May 8, 2019.
- (21) The restricted stock units will vest on December 16, 2018. Vested shares will be delivered to the reporting person on the vesting date.
- (22) The restricted stock units were issued pursuant to the Company's 2017 Stock Incentive Plan (formerly known as the Company's 2008 Stock Incentive Plan).
- (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 May 2, 2019. Vested shares will be delivered to the reporting person on the vesting date.
- (25) The restricted stock units will vest on October 31, 2019. Vested shares will be delivered to the reporting person on the vesting date.
- (26) The restricted stock units will vest on May 1, 2020. Vested shares will be delivered to the reporting person on the vesting date.
- (27) The restricted stock units will vest on October 30, 2020. Vested shares will be delivered to the reporting person on 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.