

INCYTE CORP
Form 4
February 19, 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 *
FRIEDMAN PAUL A

(Last) (First) (Middle)

EXPERIMENTAL
STATION, ROUTE 141 & HENRY
CLAY ROAD

(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)
02/14/2014

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/14/2014		M		\$ 10,227 A 11.98		D
Common Stock	02/14/2014		S		\$ 65.52 D 417,518 (2) (3)		D
Common Stock	02/18/2014		M		\$ 181,426 A 11.98		D
Common Stock	02/18/2014		M		\$ 8.99 39,166 A 638,110		D
	02/18/2014		M		\$ 8.99 193,520 A 831,630		D

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Common Stock								
Common Stock	02/18/2014		M	185,753	A	\$ 5.46	1,017,383	D
Common Stock	02/18/2014		M	120,171	A	\$ 3.11	1,137,554	D
Common Stock	02/18/2014		S	720,036	D	\$ <u>65.82</u> <u>(3) (7)</u>	417,518	D
Common Stock	02/19/2014		M	40,919	A	\$ 3.11	458,437	D
Common Stock	02/19/2014		S	40,919	D	\$ <u>62.66</u> <u>(3) (8)</u>	417,518	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)	Am Nur Sha	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 11.98	02/14/2014		M	10,227	<u>(1)</u>	02/07/2015	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 11.98	02/18/2014		M	181,426	<u>(1)</u>	02/07/2015	Common Stock	18
Non-Qualified Stock Option (right to buy)	\$ 8.99	02/18/2014		M	39,166	<u>(4)</u>	01/17/2015	Common Stock	39
Non-Qualified Stock Option (right to buy)	\$ 8.99	02/18/2014		M	193,520	<u>(4)</u>	01/17/2015	Common Stock	19

Non-Qualified Stock Option (right to buy)	\$ 5.46	02/18/2014	M	185,753	(5)	01/12/2016	Common Stock	18
Non-Qualified Stock Option (right to buy)	\$ 3.11	02/18/2014	M	120,171	(6)	01/26/2016	Common Stock	12
Non-Qualified Stock Option (right to buy)	\$ 3.11	02/19/2014	M	40,919	(6)	01/26/2016	Common Stock	40

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIEDMAN PAUL A EXPERIMENTAL STATION ROUTE 141 & HENRY CLAY ROAD WILMINGTON, DE 19880	X			

Signatures

/s/ Paul A. Friedman
Date: 02/19/2014

**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 February 8, 2008, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (2) Represents weighted average sale price. Actual sales prices ranged from \$65.50-\$65.65.
- (3) 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
- (4) Beginning January 18, 2005, options become exercisable in 37 installments, with the first 25.0% vesting after one year and the remainder vesting monthly over three years.
- (5) Beginning January 13, 2006, options become exercisable in 37 installments, with the first 25.0% vesting after one year and the remainder vesting monthly over three years.
- (6) Beginning January 27, 2009, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (7) Represents weighted average sale price. Actual sales prices ranged from \$65.50-\$66.44.
- (8) Represents weighted average sale price. Actual sales prices ranged from \$61.62-\$63.51.

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