

Daniel Thomas O  
 Form 3  
 February 24, 2012

**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)

|  |         |                                      |   |   |
|--|---------|--------------------------------------|---|---|
| 1. Name and Address of Reporting Person *  |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |   |
| Â Daniel Thomas O                          |         | (Month/Day/Year)                     | CELGENE CORP /DE/ [CELG]  |   |
| (Last)                                     | (First) | (Middle)                             | 02/15/2012  |   |
| C/O CELGENE CORPORATION,Â 86 MORRIS AVENUE |         |                                      | 4. Relationship of Reporting Person(s) to Issuer  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| (Street)                                   |         |                                      | (Check all applicable)  |   |
| SUMMIT,Â NJÂ 07901                         |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>see remarks | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City)                                     | (State) | (Zip)                                |   |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 943  | I   | 401(k) Plan  |

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)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                                 | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares | Security      | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|---------------------------------|---------------------|--------------------|-----------------|----------------------------------|---------------|--|---|
| Restricted Stock Unit           | Â <u>(1)</u>        | Â <u>(1)</u>       | Common<br>Stock | 3,056                            | \$ <u>(2)</u> | D  | Â |
| Restricted Stock Unit           | Â <u>(3)</u>        | Â <u>(3)</u>       | Common<br>Stock | 4,583                            | \$ <u>(2)</u> | D  | Â |
| Restricted Stock Unit           | Â <u>(4)</u>        | Â <u>(4)</u>       | Common<br>Stock | 7,777                            | \$ <u>(2)</u> | D  | Â |
| Stock Options (right to<br>buy) | Â <u>(5)</u>        | 01/09/2017         | Common<br>Stock | 1,823                            | \$ 54.85      | D  | Â |
| Stock Options (right to<br>buy) | Â <u>(5)</u>        | 04/10/2017         | Common<br>Stock | 5,625                            | \$ 58.04      | D  | Â |
| Stock Options (right to<br>buy) | Â <u>(5)</u>        | 06/06/2017         | Common<br>Stock | 25,000                           | \$ 60.67      | D  | Â |
| Stock Options (right to<br>buy) | Â <u>(5)</u>        | 07/10/2017         | Common<br>Stock | 7,500                            | \$ 58.53      | D  | Â |
| Stock Options (right to<br>buy) | Â <u>(5)</u>        | 01/08/2018         | Common<br>Stock | 1,878                            | \$ 49.61      | D  | Â |
| Stock Options (right to<br>buy) | Â <u>(5)</u>        | 01/08/2018         | Common<br>Stock | 1,874                            | \$ 49.61      | D  | Â |
| Stock Options (right to<br>buy) | Â <u>(5)</u>        | 09/06/2017         | Common<br>Stock | 25,000                           | \$ 66.59      | D  | Â |
| Stock Options (right to<br>buy) | Â <u>(5)</u>        | 10/09/2017         | Common<br>Stock | 7,500                            | \$ 73.55      | D  | Â |
| Stock Options (right to<br>buy) | Â <u>(6)</u>        | 04/08/2018         | Common<br>Stock | 5,500                            | \$ 62.42      | D  | Â |
| Stock Options (right to<br>buy) | Â <u>(7)</u>        | 07/08/2018         | Common<br>Stock | 5,500                            | \$ 71.82      | D  | Â |
| Stock Options (right to<br>buy) | Â <u>(8)</u>        | 10/14/2018         | Common<br>Stock | 5,500                            | \$ 57.8       | D  | Â |
| Stock Options (right to<br>buy) | Â <u>(5)</u>        | 01/13/2019         | Common<br>Stock | 2,749                            | \$ 50.36      | D  | Â |
| Stock Options (right to<br>buy) | Â <u>(9)</u>        | 01/13/2019         | Common<br>Stock | 1,376                            | \$ 50.36      | D  | Â |
| Stock Options (right to<br>buy) | Â <u>(10)</u>       | 04/14/2019         | Common<br>Stock | 4,583                            | \$ 39.01      | D  | Â |
| Stock Options (right to<br>buy) | Â <u>(11)</u>       | 07/14/2019         | Common<br>Stock | 4,583                            | \$ 46.02      | D  | Â |
| Stock Options (right to<br>buy) | Â <u>(12)</u>       | 10/13/2019         | Common<br>Stock | 4,583                            | \$ 54.55      | D  | Â |

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|                              |        |            |              |        |          |   |   |
|------------------------------|--------|------------|--------------|--------|----------|---|---|
| Stock Options (right to buy) | Â (13) | 01/12/2020 | Common Stock | 1,146  | \$ 56.99 | D | Â |
| Stock Options (right to buy) | Â (14) | 01/12/2020 | Common Stock | 3,438  | \$ 56.99 | D | Â |
| Stock Options (right to buy) | Â (15) | 04/13/2020 | Common Stock | 3,437  | \$ 61.48 | D | Â |
| Stock Options (right to buy) | Â (16) | 07/13/2020 | Common Stock | 3,437  | \$ 52.34 | D | Â |
| Stock Options (right to buy) | Â (17) | 10/12/2020 | Common Stock | 3,438  | \$ 57.88 | D | Â |
| Stock Options (right to buy) | Â (18) | 12/27/2020 | Common Stock | 35,000 | \$ 59.5  | D | Â |
| Stock Options (right to buy) | Â (19) | 12/27/2020 | Common Stock | 11,667 | \$ 59.5  | D | Â |
| Stock Options (right to buy) | Â (20) | 01/31/2021 | Common Stock | 2,578  | \$ 51.53 | D | Â |
| Stock Options (right to buy) | Â (21) | 01/31/2021 | Common Stock | 860    | \$ 51.53 | D | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| Daniel Thomas O<br>C/O CELGENE CORPORATION<br>86 MORRIS AVENUE<br>SUMMIT, NJ 07901 | Â             | Â         | Â see remarks | Â     |

## Signatures

\_\_\_\_/s/Robert J. Hugin, Attorney-in-fact \_\_\_\_\_ Robert J. Hugin, 02/23/2012  
 Attorney-in-fact

\_\_\_\_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 restricted stock units vest on April 14, 2012. Shares of common stock will be released to the reporting person on the vesting date.
- (2) The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan. Each share of restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (3) The restricted stock units vest on April 13, 2013. Shares of common stock will be released to the reporting person on the vesting date.
- (4) The restricted stock units vest on December 27, 2013. Shares of common stock will be released to the reporting person on the vesting date.
- (5) Stock Options granted pursuant to the Company's Stock Incentive Plan are immediately exercisable and fully vested.

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- (6) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on April 8, 2009.
- (7) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on July 8, 2009.
- (8) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on October 14, 2009.
- (9) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will be fully vested on January 13, 2013.
- (10) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on April 14, 2010.
- (11) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on July 14, 2010.
- (12) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on October 13, 2010.
- (13) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest on January 12, 2014.
- (14) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in three equal installments commencing on January 12, 2011.
- (15) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on April 13, 2011.
- (16) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on July 13, 2011.
- (17) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in four equal installments commencing on October 12, 2011.
- (18) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in three equal installments commencing on December 27, 2011.
- (19) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest on December 27, 2014.
- (20) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest in three equal installments commencing on January 31, 2012.
- (21) Stock options granted pursuant to the Company's 2008 Stock Incentive Plan are immediately exercisable and will vest on January 31, 2015.

Â

**Remarks:**

President,Â ResearchÂ andÂ EarlyÂ Development

Exhibit-24

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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