

INCYTE CORP  
Form 3  
May 11, 2016

**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 Stein Steven H</p> <p>(Last) (First) (Middle)</p> <p>1801 AUGUSTINE CUT-OFF</p> <p>(Street)</p> <p>WILMINGTON,Â DEÂ 19803</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/02/2016</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>INCYTE CORP [INCY]</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</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>EVP &amp; Chief Medical Officer</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</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	9,093 <sup>(1)</sup>	D	Â

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 (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	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

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				Shares		(I) (Instr. 5)	
Incentive Stock Option (right to buy)	Â (2)	01/06/2023	Common Stock	522	\$ 95.76	D	Â
Incentive Stock Option (right to buy)	Â (3)	03/01/2022	Common Stock	3,381	\$ 88.68	D	Â
Incentive Stock Option (right to buy)	Â (4)	01/06/2026	Common Stock	1,044	\$ 95.76	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	01/06/2023	Common Stock	18,262	\$ 95.76	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	03/01/2022	Common Stock	42,891	\$ 88.68	D	Â
Non-Qualified Stock Option (right to buy)	Â (4)	01/06/2026	Common Stock	2,995	\$ 95.76	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stein Steven H 1801 AUGUSTINE CUT-OFF WILMINGTON,Â DEÂ 19803	Â	Â	Â EVP & Chief Medical Officer	Â

## Signatures

/s/ Steven H. Stein 05/11/2016

\*\*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) Includes 6,483 shares underlying restricted stock units ("RSUs") that will vest in full on March 2, 2018 and 2,610 shares underlying restricted stock units ("RSUs") that will vest in full on January 7, 2019, subject to Dr. Stein's continued service with the Issuer through such vesting date. The RSUs may be settled only for shares of common stock on a one-for-one basis.
  - (2) Beginning January 7, 2017, options became exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
  - (3) Beginning March 2, 2016, options became exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
  - (4) Options granted on January 7, 2016 and become exercisable in full on January 7, 2020.

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.