Friedman Michael A Form 4 June 15, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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

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

1(b).

(Print or Type Responses)

1. Name and Ado Friedman Mic	•	rting Person *	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)	3. Date of Earliest Transaction	(Check an applicable)		
C/O CELGENE CORPORATION, 86 MORRIS AVENUE		ORRIS	(Month/Day/Year) 06/13/2018	Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SUMMIT, NJ 07901			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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)	
Common Stock	06/14/2018		Code V M	Amount 300	(D)	Price \$ 0 (1)	0 (2)	D	
Common Stock	06/15/2018		M	375	A	\$ 0 (3)	0 (4)	D	
Common Stock	06/15/2018		M	2,038	A	\$ 0 (5)	0 (6)	D	
Common Stock							18,354	I	Family Trust (7)

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number or Derivative Securities Acquired Disposed (Instr. 3, 4	(A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Unit	<u>(8)</u>	06/13/2018		A	1,454		<u>(9)</u>	<u>(9)</u>	Common Stock	1,45
Stock Option (right to buy)	\$ 77.38	06/13/2018		A	13,266		<u>(11)</u>	06/13/2028	Common Stock	13,20
Restricted Stock Unit	<u>(1)</u> <u>(8)</u> <u>(13)</u>	06/14/2018		M		300	<u>(1)</u>	<u>(1)</u>	Common Stock	300
Restricted Stock Unit	(3) (8) (14)	06/15/2018		M		375	<u>(3)</u>	<u>(3)</u>	Common Stock	375
Restricted Stock Unit	(5) (8)	06/15/2018		M		2,038	(5)	<u>(5)</u>	Common Stock	2,03

Reporting Owners

porting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Friedman Michael A C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901

Signatures

/s/ Peter N. Kellogg, Attorney-in-Fact 06/15/2018

**Signature of Reporting Person Date

Reporting Owners 2

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).
- One-third of the restricted stock units granted to the reporting person on June 14, 2017 vested and settled for shares of the Company's common stock.
- (2) 300 shares were transferred into the Friedman/Short Living Trust DTD 10/19/04.
- 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.
- (4) 375 shares were transferred into the Friedman/Short Living Trust DTD 10/19/04.
- (5) All of the restricted stock units granted to the reporting person on June 15, 2011 vested and such vested restricted stock units settled for shares of the Company's common stock.
- (6) 2,038 shares were transferred into the Friedman/Short Living Trust DTD 10/19/04.
- (7) 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.
- (8) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- 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.
- (10) The restricted stock units were issued pursuant to the Company's 2017 Stock Incentive Plan.
- 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.
- (12) The option was issued pursuant to the Company's 2017 Stock Incentive Plan.
- (13) 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.
- (14) 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.
- (15) 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).

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.