

CARY FRANK T  
Form 4  
March 04, 2005

**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 \*  
CARY FRANK T

(Last) (First) (Middle)

C/O CELGENE CORPORATION, 86 MORRIS AVENUE

(Street)

SUMMIT, NJ 07901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CELGENE CORP /DE/ [CELG]

3. Date of Earliest Transaction (Month/Day/Year)  
03/03/2005

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	03/03/2005		M			20,000	A	\$ 8.825	262,692	D	
Common Stock	03/03/2005		M			7,500	A	\$ 22.415	270,192	D	
Common Stock	03/03/2005		M			7,500	A	\$ 22.555	277,692	D	
Common Stock	03/03/2005		M			40,000	A	\$ 16.81	317,692	D	
Common Stock	03/03/2005		M			20,000	A	\$ 15.405	337,692	D	

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Common Stock	03/03/2005	M	30,000	A	\$ 29.8438	367,692	D	
Common Stock						328,000	I	By GRATs
Common Stock						75,988	I	By LLC
Common Stock						150,000	I	By Trust

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock option (right to buy)	\$ 8.825	03/03/2005		M	20,000	<u>(1)</u> 06/18/2012	Common Stock	20,000
Stock option (right to buy)	\$ 22.415	03/03/2005		M	7,500	<u>(1)</u> 12/15/2013	Common Stock	7,500
Stock option (right to buy)	\$ 22.555	03/03/2005		M	7,500	<u>(1)</u> 09/15/2013	Common Stock	7,500
Stock option (right to buy)	\$ 16.81	03/03/2005		M	40,000	<u>(1)</u> 06/10/2013	Common Stock	40,000
Stock option	\$ 15.405	03/03/2005		M	20,000	<u>(1)</u> 06/19/2011	Common Stock	20,000

