

BARER SOL J  
Form 4  
June 22, 2006

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BARER SOL J

(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)  
06/20/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ X Director ☐ 10% Owner  
☒ X Officer (give title below) ☐ Other (specify  
below) below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ X 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 06/20/2006                              |                                                             | M                                    | 388,104                                                                 | A \$ 8.405                                                                                                         | 1,101,254                                                               | D                                                                 |
| Common<br>Stock                       | 06/20/2006                              |                                                             | F                                    | 221,171<br>(1)                                                          | D \$ 42.39                                                                                                         | 880,083                                                                 | D                                                                 |
| Common<br>Stock                       | 06/20/2006                              |                                                             | M                                    | 46,196                                                                  | A \$ 8.405                                                                                                         | 926,279                                                                 | D                                                                 |
| Common<br>Stock                       | 06/20/2006                              |                                                             | F                                    | 26,325<br>(2)                                                           | D \$ 42.39                                                                                                         | 899,954                                                                 | D                                                                 |
| Common<br>Stock                       | 06/20/2006                              |                                                             | M                                    | 231,012                                                                 | A \$ 11.125                                                                                                        | 1,130,966                                                               | D                                                                 |

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|              |            |   |                       |   |            |           |   |             |
|--------------|------------|---|-----------------------|---|------------|-----------|---|-------------|
| Common Stock | 06/20/2006 | F | <u>139,600</u><br>(3) | D | \$ 42.39   | 991,366   | D |             |
| Common Stock | 06/20/2006 | M | 60,000                | A | \$ 11.2075 | 1,051,366 | D |             |
| Common Stock | 06/20/2006 | F | <u>36,320</u><br>(4)  | D | \$ 42.39   | 1,015,046 | D |             |
| Common Stock | 06/20/2006 | M | 60,000                | A | \$ 11.2775 | 1,075,046 | D |             |
| Common Stock | 06/20/2006 | F | <u>36,373</u><br>(5)  | D | \$ 42.39   | 1,038,673 | D |             |
| Common Stock | 06/20/2006 | M | 60,000                | A | \$ 13.0925 | 1,098,673 | D |             |
| Common Stock | 06/20/2006 | F | <u>37,752</u><br>(6)  | D | \$ 42.39   | 1,060,921 | D |             |
| Common Stock | 06/20/2006 | M | 40,000                | A | \$ 14.1625 | 1,100,921 | D |             |
| Common Stock | 06/20/2006 | F | <u>25,709</u><br>(7)  | D | \$ 42.39   | 1,075,212 | D |             |
| Common Stock | 06/20/2006 | M | 252,132               | A | \$ 16.3438 | 1,327,344 | D |             |
| Common Stock | 06/20/2006 | F | <u>169,016</u><br>(8) | D | \$ 42.39   | 1,158,328 | D |             |
| Common Stock |            |   |                       |   |            | 60,235    | I | 401(k) Plan |

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.**

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. 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 Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Title                                             |
| Employee Stock Option                      | \$ 8.405                                               | 06/20/2006                           |                                                    | M                              | (A) 388,104                                                                             | <u>(9)</u>                                               | 06/10/2013 Common Stock                           |

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|                                      |            |            |   |         |            |            |              |  |
|--------------------------------------|------------|------------|---|---------|------------|------------|--------------|--|
| (right to buy)                       |            |            |   |         |            |            |              |  |
| Employee Stock Option (right to buy) | \$ 42.39   | 06/20/2006 | A | 221,171 | 12/20/2006 | 06/10/2013 | Common Stock |  |
| Employee Stock Option (right to buy) | \$ 8.405   | 06/20/2006 | M | 46,196  | <u>(9)</u> | 06/10/2013 | Common Stock |  |
| Employee Stock Option (right to buy) | \$ 42.39   | 06/20/2006 | A | 26,325  | 12/20/2006 | 06/10/2013 | Common Stock |  |
| Employee Stock Option (right to buy) | \$ 11.125  | 06/20/2006 | M | 231,012 | <u>(9)</u> | 01/21/2014 | Common Stock |  |
| Employee Stock Option (right to buy) | \$ 42.39   | 06/20/2006 | A | 139,600 | 12/20/2006 | 01/21/2014 | Common Stock |  |
| Employee Stock Option (right to buy) | \$ 11.2075 | 06/20/2006 | M | 60,000  | <u>(9)</u> | 12/15/2013 | Common Stock |  |
| Employee Stock Option (right to buy) | \$ 42.39   | 06/20/2006 | A | 36,320  | 12/20/2006 | 12/15/2013 | Common Stock |  |
| Employee Stock Option (right to buy) | \$ 11.2775 | 06/20/2006 | M | 60,000  | <u>(9)</u> | 09/15/2013 | Common Stock |  |
| Employee Stock Option (right to      | \$ 42.39   | 06/20/2006 | A | 36,373  | 12/20/2006 | 09/15/2013 | Common Stock |  |

buy)

Employee  
Stock

|        |            |            |   |        |            |            |                 |
|--------|------------|------------|---|--------|------------|------------|-----------------|
| Option | \$ 13.0925 | 06/20/2006 | M | 60,000 | <u>(9)</u> | 04/06/2014 | Common<br>Stock |
|--------|------------|------------|---|--------|------------|------------|-----------------|

Employee  
Stock

|        |          |            |   |        |  |            |            |                 |
|--------|----------|------------|---|--------|--|------------|------------|-----------------|
| Option | \$ 42.39 | 06/20/2006 | A | 37,752 |  | 12/20/2006 | 04/06/2014 | Common<br>Stock |
|--------|----------|------------|---|--------|--|------------|------------|-----------------|

Employee  
Stock

|        |            |            |   |        |            |            |                 |
|--------|------------|------------|---|--------|------------|------------|-----------------|
| Option | \$ 14.1625 | 06/20/2006 | M | 40,000 | <u>(9)</u> | 07/06/2014 | Common<br>Stock |
|--------|------------|------------|---|--------|------------|------------|-----------------|

Employee  
Stock

|        |          |            |   |        |  |            |            |                 |
|--------|----------|------------|---|--------|--|------------|------------|-----------------|
| Option | \$ 42.39 | 06/20/2006 | A | 25,709 |  | 12/20/2006 | 07/06/2014 | Common<br>Stock |
|--------|----------|------------|---|--------|--|------------|------------|-----------------|

Employee  
Stock

|        |            |            |   |         |            |            |                 |
|--------|------------|------------|---|---------|------------|------------|-----------------|
| Option | \$ 16.3438 | 06/20/2006 | M | 252,132 | <u>(9)</u> | 09/19/2010 | Common<br>Stock |
|--------|------------|------------|---|---------|------------|------------|-----------------|

Employee  
Stock

|        |          |            |   |         |  |            |            |                 |
|--------|----------|------------|---|---------|--|------------|------------|-----------------|
| Option | \$ 42.39 | 06/20/2006 | A | 169,016 |  | 12/20/2006 | 09/19/2010 | Common<br>Stock |
|--------|----------|------------|---|---------|--|------------|------------|-----------------|

## Reporting Owners

| Reporting Owner Name / Address                                                 | Relationships |           |                         |       |
|--------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                | Director      | 10% Owner | Officer                 | Other |
| BARER SOL J<br>C/O CELGENE CORPORATION<br>86 MORRIS AVENUE<br>SUMMIT, NJ 07901 | X             |           | Chief Executive Officer |       |

## Signatures

|                                          |            |
|------------------------------------------|------------|
| /s/ Robert J. Hugin,<br>Attorney-in-Fact | 06/21/2006 |
|------------------------------------------|------------|

\_\_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) This transaction reflects the exercise of options resulting in the acquisition of 166,933 shares. No shares were sold in the open market.
- (2) This transaction reflects the exercise of options resulting in the acquisition of 19,871 shares. No shares were sold in the open market.
- (3) This transaction reflects the exercise of options resulting in the acquisition of 91,412 shares. No shares were sold in the open market.
- (4) This transaction reflects the exercise of options resulting in the acquisition of 23,680 shares. No shares were sold in the open market.
- (5) This transaction reflects the exercise of options resulting in the acquisition of 23,627 shares. No shares were sold in the open market.
- (6) This transaction reflects the exercise of options resulting in the acquisition of 22,248 shares. No shares were sold in the open market.
- (7) This transaction reflects the exercise of options resulting in the acquisition of 14,291 shares. No shares were sold in the open market.
- (8) This transaction reflects the exercise of options resulting in the acquisition of 83,116 shares. No shares were sold in the open market.
- (9) Grant was fully exercisable.

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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