

MARIO ERNEST  
Form 4  
June 17, 2011

**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 \*  
MARIO ERNEST

(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)  
06/15/2011

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 (D) Price			
Common Stock	06/17/2011		M	685 A 11 37,370		D	
Common Stock					3,000	I	By Spouse (2)

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

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SEC 1474 (9-02)



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- (3) Option is immediately exercisable and will vest on the earlier of June 15, 2012 and the day preceding the date of the next annual stockholders' meeting.
- (4) The option was issued pursuant to the Company's 2008 Stock Incentive Plan.
- (5) Each share of restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (6) The restricted stock units will vest in three equal annual installments commencing on June 15, 2012. Vested shares will be delivered to the reporting person promptly after June 15, 2014, at the reporting person's election to defer receipt of such shares.
- (7) The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan.
- (8) The remainder portion of the restricted stock units will vest on June 17, 2012. Vested shares will be delivered to the reporting person promptly after the vesting date.

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.