CELGENE CORP /DE/
Form 4
June 19, 2012

FORM 4

OMB APPROVAL

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

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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 *
CASEY MICHAEL D
(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)
06/15/2012

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/15/2012		M		1,033	A	(1)	6,088	D	
Common Stock	06/16/2012		M		685	A	(2)	6,773	D	
Common Stock	06/17/2012		M		685	A	(3)	7,458	D	

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1) (4) (5)	06/15/2012		M			1,033	(1)	(1)	Common Stock	1,033
Restricted Stock Unit	(2) (4) (7)	06/16/2012		M			685	(2)	(2)	Common Stock	685
Restricted Stock Unit	(3) (4)	06/17/2012		M			685	(3)	(3)	Common Stock	685

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASEY MICHAEL D C/O CELGENE CORPORATION 86 MORRIS AVENUE SUMMIT, NJ 07901	X			

Signatures

__/s/Robert J. Hugin, Attorney-in-Fact___ Robert J. Hugin, Attorney-in-Fact 06/19/2012

**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)	One-third of the restricted stock units granted to the reporting person on June 15, 2011 vested and such vested portion of the restricted stock units settled for shares of the Company's common stock.
(2)	One-third of the restricted stock units granted to the reporting person on June 16, 2010 vested and such vested portion of the restricted stock units settled for shares of the Company's common stock.
(3)	One-third of the restricted stock units granted to the reporting person on June 17, 2009 vested and such vested portion of the restricted stock units settled for shares of the Company's common stock.

(4)	Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
(5)	The remainder portion of the restricted stock units will vest in two equal annual installments on June 15, 2013 and June 15, 2014. Vested shares will be delivered to the reporting person promptly after the vesting date.
(6)	The restricted stock units were issued pursuant to the Company's 2008 Stock Incentive Plan.
(7)	The remainder portion of the restricted stock units will vest on June 16, 2013. 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.