

INCYTE CORP  
Form 4  
April 01, 2015

**FORM 4**

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

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Chardonnet Laurent

(Last) (First) (Middle)

1801 AUGUSTINE CUT-OFF

(Street)

WILMINGTON, DE 19803

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INCYTE CORP [INCY]

3. Date of Earliest Transaction (Month/Day/Year)  
03/30/2015

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)  
Vice President and Treasurer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/30/2015		M		26,682	A	\$ 18.32
Common Stock	03/30/2015		M		1,094	A	\$ 18.32
Common Stock	03/30/2015		M		34,187	A	\$ 17.79
Common Stock	03/30/2015		M		5,813	A	\$ 17.79
Common Stock	03/30/2015		M		32,850	A	\$ 14.72

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Common Stock	03/30/2015	M	7,150	A	\$ 14.72	110,681	D
Common Stock	03/30/2015	M	5,833	A	\$ 13.34	116,514	D
Common Stock	03/30/2015	M	167	A	\$ 13.34	116,681	D
Common Stock	03/30/2015	S	46,000	D	\$ 93.64 <u>(1) (2)</u> <u>(3)</u>	70,681	D
Common Stock	03/30/2015	S	40,000	D	\$ 93.64 <u>(1) (2)</u> <u>(4)</u>	30,681	D
Common Stock	03/30/2015	S	27,776	D	\$ 93.64 <u>(1) (2)</u> <u>(5)</u>	2,905	D

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

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(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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 18.32	03/30/2015		M	26,682	<u>(6)</u> 02/08/2020	Common Stock	26,682
Incentive Stock Option (right to buy)	\$ 18.32	03/30/2015		M	1,094	<u>(6)</u> 02/08/2020	Common Stock	1,094
Non-Qualified Stock Option	\$ 17.79	03/30/2015		M	34,187	<u>(7)</u> 01/18/2019	Common Stock	34,187

(right to buy)									
Incentive Stock Option (right to buy)	\$ 17.79	03/30/2015	M	5,813	<u>(7)</u>	01/18/2019	Common Stock	5,8	
Non-Qualified Stock Option (right to buy)	\$ 14.72	03/30/2015	M	32,850	<u>(8)</u>	01/24/2018	Common Stock	32,8	
Incentive Stock Option (right to buy)	\$ 14.72	03/30/2015	M	7,150	<u>(8)</u>	01/24/2018	Common Stock	7,1	
Non-Qualified Stock Option (right to buy)	\$ 13.34	03/30/2015	M	5,833	<u>(9)</u>	05/17/2017	Common Stock	5,8	
Incentive Stock Option (right to buy)	\$ 13.34	03/30/2015	M	167	<u>(9)</u>	05/17/2017	Common Stock	16	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chardonnet Laurent 1801 AUGUSTINE CUT-OFF WILMINGTON, DE 19803			Vice President and Treasurer	

## Signatures

/s/ Laurent  
Chardonnet  
04/01/2015

\*\*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 was effected pursuant to a Rule 10b5-1 trading plan adopted by reporting person.
- (2) Reporting person undertakes to provide upon request by Securites and Exchange Commission, the issuer or a securityholder of the issuer detailed information regarding the price and number of shares sold within range indicated.
- (3) Represents weighted average sale price. Actual sale prices ranged from \$92.58 - \$96.05.
- (4) Represents weighted average sale price. Actual sale prices ranged from \$92.58 - \$96.05.
- (5) Represents weighted average sale price. Actual sale prices ranged from \$92.61 - \$96.05.
- (6) Beginning February 9, 2013, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (7) Beginning January 19, 2012, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.

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- (8) Beginning January 25, 2011, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (9) Beginning May 18, 2010, options become exercisable in 25 installments, with the first 33.33% vesting on January 21, 2011 and the remainder vesting monthly over two years.

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.