

INCYTE CORP
Form 4
February 18, 2014

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 *
HASTINGS DAVID C

(Last) (First) (Middle)

EXPERIMENTAL
STATION, ROUTE 141 & HENRY
CLAY ROAD

(Street)

WILMINGTON, DE 19880

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2014

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)
Chief Financial Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/13/2014 | | M | | 7,999 | A | \$ 8.99 16,499 D |
| Common Stock | 02/13/2014 | | M | | 9,665 | A | \$ 11.98 26,164 D |
| Common Stock | 02/13/2014 | | M | | 13,000 | A | \$ 14.72 39,164 D |
| Common Stock | 02/13/2014 | | M | | 16,000 | A | \$ 18.32 55,164 D |
| Common Stock | 02/13/2014 | | M | | 90,335 | A | \$ 11.98 145,499 D |

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| | | | | | | | |
|--------------|------------|---|---------|---|----------------------------|---------|---|
| Common Stock | 02/13/2014 | M | 66,000 | A | \$ 17.79 | 211,499 | D |
| Common Stock | 02/13/2014 | S | 202,999 | D | \$ 66.12 <u>(2) (3)</u> | 8,500 | D |
| Common Stock | 02/14/2014 | M | 34,964 | A | \$ 8.99 | 43,464 | D |
| Common Stock | 02/14/2014 | M | 5,036 | A | \$ 8.99 | 48,500 | D |
| Common Stock | 02/14/2014 | S | 40,000 | D | \$ 64.74 <u>(3) (8)</u> | 8,500 | D |
| Common Stock | 02/18/2014 | M | 32,001 | A | \$ 8.99 | 40,501 | D |
| Common Stock | 02/18/2014 | S | 32,001 | D | \$ 65.64 <u>(3) (9)</u> | 8,500 | 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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 8.99 | 02/13/2014 | | M | 7,999 | <u>(1)</u> | 01/17/2015 | Common Stock | 7,999 |
| Incentive Stock Option (right to buy) | \$ 11.98 | 02/13/2014 | | M | 9,665 | <u>(4)</u> | 02/07/2015 | Common Stock | 9,665 |
| Non-Qualified Stock Option | \$ 14.72 | 02/13/2014 | | M | 13,000 | <u>(5)</u> | 01/24/2018 | Common Stock | 13,000 |

| | | | | | | | | | |
|---|----------|------------|---|--------|------------|------------|-----------------|--------|--|
| (right to buy) | | | | | | | | | |
| Non-Qualified Stock Option (right to buy) | \$ 18.32 | 02/13/2014 | M | 16,000 | <u>(6)</u> | 02/08/2020 | Common Stock | 16,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 11.98 | 02/13/2014 | M | 90,335 | <u>(4)</u> | 02/07/2015 | Common Stock | 90,335 | |
| Non-Qualified Stock Option (right to buy) | \$ 17.79 | 02/13/2014 | M | 66,000 | <u>(7)</u> | 01/18/2019 | Common Stock | 66,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 8.99 | 02/14/2014 | M | 34,964 | <u>(1)</u> | 01/17/2015 | Common Stock | 34,964 | |
| Incentive Stock Option (right to buy) | \$ 8.99 | 02/14/2014 | M | 5,036 | <u>(1)</u> | 01/17/2015 | Common Stock | 5,036 | |
| Non-Qualified Stock Option (right to buy) | \$ 8.99 | 02/18/2014 | M | 32,001 | <u>(1)</u> | 01/17/2015 | Common Stock | 32,001 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HASTINGS DAVID C EXPERIMENTAL STATION ROUTE 141 & HENRY CLAY ROAD WILMINGTON, DE 19880 | | | Chief Financial Officer | |

Signatures

/s/ Eric H. Siegel,
Attorney-in-Fact

02/18/2014

**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) Beginning January 18, 2005, options become exercisable in 37 installments, with the first 25% vesting after one year and the remainder vesting monthly over three years.
 - (2) Represents weighted average sale price. Actual sales prices ranged from \$66.00 - \$67.50.
 - (3) Reporting person undertakes to provide upon request by Securities and Exchange Commission, the issuer or a securityholder of the issuer detailed information regarding the price and number of shares sold within range indicated.
 - (4) Beginning February 8, 2008, 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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- (5) 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.
- (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 February 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.
- (8) Represents weighted average sale price. Actual sales prices ranged from \$64.00 - \$66.46.
- (9) Represents weighted average sale price. Actual sales prices ranged from \$65.50 - \$65.76.

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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