**INCYTE CORP** Form 4 January 20, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SWAIN PAULA J			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			INCYTE CORP [INCY]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
1801 AUGUSTINE CUT-OFF			(Month/Day/Year) 01/20/2015	Director 10% Owner X Officer (give title Other (specify below)  EVP, Human Resources		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WII MINCTON DE 10002			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		

WII	MI	<b>NGTO</b>	N DE	19803

(City)	(State)	(Zip) Tabl	le I - Non-E	Derivative (	Securi	ities Acqu	ired, Disposed of	f, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	01/20/2015		M	17,500	A	\$ 3.11	38,583	D	
Common Stock	01/20/2015		S	17,500	D	\$ 74.17 (1) (2) (3)	21,083	D	

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

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Person

#### Edgar Filing: INCYTE CORP - Form 4

# 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)	rivative Conversion (Month/Day/Year) Execution Date, is curity or Exercise any		Execution Date, if	4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	,	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 3.11	01/20/2015		M	17,500	<u>(4)</u>	01/26/2016	Common Stock	17,5

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SWAIN PAULA J			EVP,				
1801 AUGUSTINE CUT-OFF			Human				
WILMINGTON, DE 19803			Resources				

## **Signatures**

/s/ Paula Swain 01/20/2015

\*\*Signature of 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) Represents weighted average sale price. Actual sale prices ranged from \$73.19 \$74.81.
- (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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (4) Beginning January 27, 2009, options become exercisable in 25 installments, with the first 33.33% vesting after one year 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.

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