**INCYTE CORP** 

Form 4

September 25, 2014

## FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Form 4 or

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person * Daly James M			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Pers Issuer			
			INCYTE CORP [INCY]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	•			
			(Month/Day/Year)	Director 10%			
EXPERIMENTAL			09/23/2014	_X_ Officer (give title Other			
STATION, F	OUTE 141	LAND	0,7120,201.	below) below)			
STATION, r	(OUIE 14)		EVD Chief Commercial C				

HENRY CLAY RD

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

son(s) to

Owner er (specify

EVP, Chief Commercial Officer

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### WILMINGTON, DE 19880

(City)	(State)	(Zip) Tabl	le I - Non-I	<b>Derivative</b>	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed 4 and 5 (A) or	l of (D) 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)
Common Stock	09/23/2014		Code V M	Amount 2,777	(D)	Price \$ 18.32	2,777	D	
Common Stock	09/23/2014		M	7,832	A	\$ 16.62	10,609	D	
Common Stock	09/23/2014		M	502	A	\$ 16.62	11,111	D	
Common Stock	09/23/2014		S	11,111	D	\$ 47.65 $\frac{(3)}{(5)} \frac{(4)}{(5)}$	0	D	

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number on 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 18.32	09/23/2014		M	2,777	<u>(1)</u>	02/08/2020	Common Stock	2,77
Non-Qualified Stock Option (right to buy)	\$ 16.62	09/23/2014		M	7,832	(2)	10/21/2019	Common Stock	7,83
Non-Qualified Stock Option (right to buy)	\$ 16.62	09/23/2014		M	502	(2)	10/21/2019	Common Stock	502

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Daly James M EXPERIMENTAL STATION ROUTE 141 AND HENRY CLAY RD WILMINGTON, DE 19880

EVP, Chief Commercial Officer

### **Signatures**

/s/ Eric Siegel, Attorney-In-Fact 09/25/2014

\*\*Signature of Reporting Person Date

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### **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 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.
- (2) Beginning October 22, 2012, options become exercisable in 25 installments, with the first 33.33% vesting after one year and the remainder vesting monthly over two years.
- (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.
- (4) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (5) Represents weighted average sale price. Actual sales prices ranged from \$46.78-\$48.07.

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.