**INCYTE CORP** Form 4 January 19, 2017

### FORM 4

#### **OMB APPROVAL** OMB

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

3235-0287 Number: January 31,

Expires:

if no longer subject to Section 16. Form 4 or

Check this box

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

2005 Estimated average burden hours per

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

response... 0.5

7. Nature of

Ownership

(Instr. 4)

Indirect

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Huber Reid M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INCYTE CORP [INCY]

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction

Director 10% Owner

1801 AUGUSTINE CUT-OFF

(Month/Day/Year) 01/17/2017

X\_ Officer (give title Other (specify below)

EVP, Chief Scientific Officer

6. Individual or Joint/Group Filing(Check

(Street)

(State)

(Month/Day/Year)

(Middle)

(Zip)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_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

below)

WILMINGTON, DE 19803

(City)

Security

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (T) (Instr. 4)

Following Reported Transaction(s)

(Instr. 3 and 4)

(A)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amour Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securit** Securities Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 113.64	01/17/2017		A	19,091		<u>(1)</u>	01/16/2027	Common Stock	19,0
Non-Qualified Stock Option (right to buy)	\$ 113.64	01/17/2017		A	17,986		(2)	01/16/2027	Common Stock	17,9
Incentive Stock Option (right to buy)	\$ 113.64	01/17/2017		A	879		(2)	01/16/2027	Common Stock	87

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Huber Reid M 1801 AUGUSTINE CUT-OFF			EVP, Chief Scientific				
WILMINGTON, DE 19803			Officer				

# **Signatures**

/s/ Reid Huber 01/19/2017

\*\*Signature of Date
Reporting Person

## **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 17, 2017, options become exercisable in 37 installments, with the first 25.00% vesting on July 15, 2017 and the remainder vesting monthly over three years.
- (2) Beginning January 17, 2017, options become exercisable in full on January 17, 2021.

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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