

INCYTE CORP  
Form 4  
February 18, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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)
			Code	V	Amount or Price		
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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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. 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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