

PHARMION CORP
Form 4
March 19, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
BLAIR JAMES C

(Last) (First) (Middle)

C/O DOMAIN ASSOCIATES, LLC, ONE PALMER SQUARE

(Street)

PRINCETON, NJ 08542

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PHARMION CORP [PHRM]

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2008

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)

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	(A) or (D)	Price		
Common Stock	03/07/2008		J ⁽¹⁾		800,708	D	<u>(1)</u> 0	I	By Domain Partners IV, L.P. ⁽²⁾
Common Stock	03/07/2008		J ⁽¹⁾		9,155	D	<u>(1)</u> 0	I	By DP IV Associates, L.P. ⁽²⁾
Common Stock	03/07/2008		J ⁽¹⁾		1,484,100	D	<u>(1)</u> 0	I	By Domain Partners VI, L.P. ⁽²⁾
Common Stock	03/07/2008		J ⁽¹⁾		15,900	D	<u>(1)</u> 0	I	By DP VI Associates,

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Common Stock	03/07/2008	J ⁽¹⁾	1,206	D	Ⓛ	0	I	L.P. ⁽²⁾ By The Susan W. and James C. Blair Family L.P.
Common Stock	03/07/2008	J ⁽¹⁾	25,066	D	Ⓛ	0	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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 38.98	03/07/2008		D	5,000	06/02/2004 06/02/2014	Common Stock	5,000
Stock Option (Right to Buy)	\$ 20.33	03/07/2008		D	5,000	06/01/2005 06/01/2015	Common Stock	5,000
Stock Option (Right to Buy)	\$ 18.65	03/07/2008		D	7,500	06/08/2006 06/08/2016	Common Stock	7,500
Stock Option (Right to Buy)	\$ 31.27	03/07/2008		D	7,500	06/06/2007 06/06/2017	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLAIR JAMES C C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542	X			

Signatures

/s/Kathleen K. Schoemaker,
Attorney-in-Fact

03/19/2008

**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) Disposed of pursuant to the Agreement and Plan of Merger, dated November 18, 2007, by and between Pharmion Corporation, Celgene Corporation and Cobalt Acquisition LLC in exchange for \$25.00 and 0.8367 shares of common stock of Celgene Corporation having a market value of \$56.76 on the effective date of the merger.

(2) The Reporting Person is a managing member of One Palmer Square Associates IV, LLC, which is the sole general partner of Domain Partners IV, L.P. and DP IV Associates, L.P., and a managing member of One Palmer Square Associates VI, LLC, which is the sole general partner of Domain Partners VI, L.P. and DP VI Associates, L.P. The Reporting Person is also a general partner of the Susan W. and James C. Blair Family L.P. Pursuant to Instruction (4)(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by each such entity. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his pecuniary interest therein and/or that are not actually distributed to him.

(3) These options were cancelled in the merger in exchange for \$57,775.00 and 1,934 shares of common stock of Celgene Corporation having a market value of \$56.76 per share on the effective date of the merger, representing the merger consideration the Reporting Person would have received had the Reporting Person effected a cashless exercise of such options immediately prior to the closing of the merger.

(4) These options were cancelled in the merger in exchange for \$89,950.00 and 3,010 shares of common stock of Celgene Corporation having a market value of \$56.76 per share on the effective date of the merger, representing the merger consideration the Reporting Person would have received had the Reporting Person effected a cashless exercise of such options immediately prior to the closing of the merger.

(5) These options were cancelled in the merger in exchange for \$139,250.00 and 4,660 shares of common stock of Celgene Corporation having a market value of \$56.76 per share on the effective date of the merger, representing the merger consideration the Reporting Person would have received had the Reporting Person effected a cashless exercise of such options immediately prior to the closing of the merger.

(6) These options were cancelled in the merger in exchange for \$106,600.00 and 3,568 shares of common stock of Celgene Corporation having a market value of \$56.76 per share on the effective date of the merger, representing the merger consideration the Reporting Person would have received had the Reporting Person effected a cashless exercise of such options immediately prior to the closing of the merger.

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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