

NICHOL GEOFFREY

Form 4

September 03, 2009

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NICHOL GEOFFREY

(Last) (First) (Middle)

MEDAREX, INC., 707 STATE
ROAD

(Street)

PRINCETON, NJ 08540

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MEDAREX INC [MEDX]

3. Date of Earliest Transaction
(Month/Day/Year)
09/01/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____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

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	(D)	Price

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

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information contained in this form are not
required to respond unless the form
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
				Code	V				
Stock Option (Right to Buy)	\$ 7.16	09/01/2009		D		(1)	10/13/2013	Common Stock	55,904
Stock Option (Right to Buy)	\$ 5.61	09/01/2009		D		(2)	07/25/2014	Common Stock	17,841
Stock Option (Right to Buy)	\$ 9.9	09/01/2009		D		(3)	09/05/2015	Common Stock	10,101
Stock Option (Right to Buy)	\$ 5.25	09/01/2009		D		(4)	09/08/2012	Common Stock	200,000
Stock Option (Right to Buy)	\$ 7.16	09/01/2009		D		(5)	10/13/2013	Common Stock	144,096
Stock Option (Right to Buy)	\$ 5.61	09/01/2009		D		(6)	07/25/2014	Common Stock	167,159
Stock Option (Right to Buy)	\$ 9.9	09/01/2009		D		(7)	09/05/2015	Common Stock	239,899
Stock Option (Right to Buy)	\$ 14.92	09/01/2009		D		(8)	05/16/2017	Common Stock	110,000
Stock Option (Right to Buy)	\$ 9.07	09/01/2009		D		(9)	03/02/2018	Common Stock	120,000
Stock Option (Right to	\$ 3.72	09/01/2009		D		(10)	03/04/2019	Common Stock	120,000

Buy)

Restricted Stock Units	<u>(11)</u>	09/01/2009	D	40,000	<u>(12)</u>	<u>(13)</u>	Common Stock	40,000
Restricted Stock Units	<u>(11)</u>	09/01/2009	D	40,000	<u>(12)</u>	<u>(14)</u>	Common Stock	40,000
Restrict Stock Units	<u>(11)</u>	09/01/2009	D	9,010	<u>(15)</u>	<u>(16)</u>	Common Stock	9,010
Restricted Stock Units	<u>(11)</u>	09/01/2009	D	16,986	<u>(17)</u>	<u>(13)</u>	Common Stock	16,986

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICHOL GEOFFREY MEDAREX, INC. 707 STATE ROAD PRINCETON, NJ 08540			Senior Vice President	

Signatures

Beth Behrend,
Attorney-in-Fact

09/03/2009

____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) This option was canceled in the merger in exchange for a cash payment of \$494,470.88, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (2) This option was canceled in the merger in exchange for a cash payment of \$185,457.20, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (3) This option was canceled in the merger in exchange for a cash payment of \$61,616.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (4) This option was canceled in the merger in exchange for a cash payment of \$967,950.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (5) This option was canceled in the merger in exchange for a cash payment of \$1,274,529.12, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.

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- (6) This option was canceled in the merger in exchange for a cash payment of \$1,737,617.81, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (7) This option was canceled in the merger in exchange for a cash payment of \$1,463,383.90, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (8) This option was canceled in the merger in exchange for a cash payment of \$119,350.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (9) This option was canceled in the merger in exchange for a cash payment of \$832,200.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (10) This option was canceled in the merger in exchange for a cash payment of \$1,473,600.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.
- (11) Each restricted stock unit represents a contingent right to receive one (1) share of Medarex, Inc. common stock.
- (12) Restricted Stock Units canceled in the merger in exchange for a cash payment of \$640,000.00, based on the merger consideration (\$16 per share) pursuant to the merger agreement between issuer and Bristol-Myers Squibb.
- (13) The receipt of these Restricted Stock Units was deferred until March 3, 2013.
- (14) The receipt of these Restricted Stock Units was deferred until March 5, 2013.
- (15) Restricted Stock Units canceled in the merger in exchange for a cash payment of \$144,160.00, based on the merger consideration (\$16 per share) pursuant to the merger agreement between issuer and Bristol-Myers Squibb.
- (16) The receipt of these Restricted Stock Units was deferred until March 3, 2012.
- (17) Restricted Stock Units canceled in the merger in exchange for a cash payment of \$271,776.00, based on the merger consideration (\$16 per share) pursuant to the merger agreement between issuer and Bristol-Myers Squibb.

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