Trower Paul Form 4 January 08, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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(b).

See Instruction

1. Name and Address of Reporting Person * Trower Paul			2. Issuer Name and Ticker or Trading Symbol INCYTE CORP [INCY]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
1801 AUGUS	TINE CUT-	OFF	(Month/Day/Year) 01/04/2019	Director 10% Owner _X Officer (give title Other (specify below) Principal Accounting Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WILMINGTO	N, DE 1980	3	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Tabl	e I - Non-D	erivative	Secur	rities Acqu	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	spose	d of (D)	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	01/07/2019		Code V M	Amount 9,187	(D)	Price \$ 17.79	23,359	D	
Common Stock	01/07/2019		S	9,187	D	\$ 75 (1)	14,172	D	
Common Stock	01/07/2019		F	272 (2)	D	\$ 74.21	13,900 (3)	D	

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

Edgar Filing: Trower Paul - Form 4

number.

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. Transactio Code (Instr. 8)	5. Numb orDerivativ Securitie Acquired Disposed (Instr. 3, 5)	/e s l (A) or l of (D)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and 4	Secu
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar or Nu of Sh
Employee Stock Option (right to buy)	\$ 72.27	01/04/2019		A	6,298		<u>(4)</u>	01/03/2029	Common Stock	6
Employee Stock Option (right to buy)	\$ 72.27	01/04/2019		A	7,377		<u>(5)</u>	01/03/2029	Common Stock	7
Non-Qualified Stock Option (right to buy)	\$ 17.79	01/07/2019		M		9,187	<u>(6)</u>	01/18/2019	Common Stock	9

Reporting Owners

Reporting Owner Name / Address	Relationships						
2	Director	10% Owner	Officer	Other			
Trower Paul			Principal				
1801 AUGUSTINE CUT-OFF			Accounting				
WILMINGTON, DE 19803			Officer				

Signatures

/s/ Paul Trower	01/08/2019
**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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by reporting person.
- (2) Represents shares withheld automatically by the Issuer to satisfy tax withholding obligations due at settlement of restricted stock units previously reported in Table I as common stock.
- (3) This includes an aggregate of 4,797 shares of common stock issuable pursuant to previously reported restricted stock units that have not vested.

Reporting Owners 2

Edgar Filing: Trower Paul - Form 4

- (4) Beginning January 4, 2019, options become exercisable in 37 installments, with the first 25.00% vesting on July 2, 2019 and the remainder vesting monthly over three years.
- (5) Beginning January 4, 2019, options become exercisable in full on January 4, 2023.
- (6) Beginning January 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

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.