

PEPIN RONALD
Form 4
September 03, 2009

FORM 4

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

OMB APPROVAL

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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 *
PEPIN RONALD

(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
 Officer (give title below) ___ Other (specify below)
SVP, Bus. Dev.

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	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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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 (A) (D)				
Stock Option (Right to Buy)	\$ 14.61	09/01/2009	D		2,084	<u>(1)</u>	02/18/2012	Common Stock	2,084
Stock Option (Right to Buy)	\$ 7.16	09/01/2009	D		50,000	<u>(2)</u>	10/13/2013	Common Stock	50,000
Stock Option (Right to Buy)	\$ 5.61	09/01/2009	D		45,000	<u>(3)</u>	07/25/2014	Common Stock	45,000
Stock Option (Right to Buy)	\$ 9.9	09/01/2009	D		100,000	<u>(4)</u>	09/05/2015	Common Stock	100,000
Stock Option (Right to Buy)	\$ 14.89	09/01/2009	D		50,000	<u>(5)</u>	09/18/2011	Common Stock	50,000
Stock Option (Right to Buy)	\$ 14.61	09/01/2009	D		47,916	<u>(6)</u>	02/18/2012	Common Stock	47,916
Stock Option (Right to Buy)	\$ 8.11	09/01/2009	D		100,000	<u>(7)</u>	07/10/2012	Common Stock	100,000
Stock Option (Right to Buy)	\$ 6.33	09/01/2009	D		60,000	<u>(8)</u>	09/07/2013	Common Stock	60,000
Stock Option (Right to Buy)	\$ 14.92	09/01/2009	D		70,000	<u>(9)</u>	05/16/2017	Common Stock	70,000
Stock Option (Right to Buy)	\$ 9.07	09/01/2009	D		53,400	<u>(10)</u>	03/02/2018	Common Stock	53,400

Buy)

Stock Option (Right to Buy)	\$ 3.72	09/01/2009	D	53,400	(11)	03/04/2019	Common Stock	53,400
Restricted Stock Units	(12)	09/01/2009	D	17,800	(13)	(20)	Common Stock	17,800
Restricted Stock Units	(12)	09/01/2009	D	17,800	(14)	(17)	Common Stock	17,800
Restricted Stock Units	(12)	09/01/2009	D	10,048	(15)	(18)	Common Stock	10,048
Restricted Stock Units	(12)	09/01/2009	D	5,655	(16)	(19)	Common Stock	5,655

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEPIN RONALD MEDAREX, INC. 707 STATE ROAD PRINCETON, NJ 08540			SVP, Bus. Dev.	

Signatures

Beth A. 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 \$2,896.76, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.

(2) This option was canceled in the merger in exchange for a cash payment of \$442,250.51, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.

(3) This option was canceled in the merger in exchange for a cash payment of \$467,667.01, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.

(4) This option was canceled in the merger in exchange for a cash payment of \$610,000.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.

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Squibb.

- (5) This option was canceled in the merger in exchange for a cash payment of \$55,500.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.
- (6) This option was canceled in the merger in exchange for a cash payment of \$66,603.24, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.
- (7) This option was canceled in the merger in exchange for a cash payment of \$789,000.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.
- (8) This option was canceled in the merger in exchange for a cash payment of \$580,200.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.
- (9) This option was canceled in the merger in exchange for a cash payment of \$75,950.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.
- (10) This option was canceled in the merger in exchange for a cash payment of \$370,329.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.
- (11) This option was canceled in the merger in exchange for a cash payment of \$655,752.00, representing the difference between the exercise price of the option and the merger consideration (\$16 per share) pursuant to the Merger Agreement between the issuer and Bristol-Myers Squibb.
- (12) Each restricted stock unit represents a contingent right to receive one (1) share of Medarex, Inc. common stock.
- (13) This restricted stock unit was canceled in the merger in exchange for a cash payment of \$213,600.00, based on the merger consideration (\$16 per share) pursuant to a Merger Agreement between issuer and Bristol-Myers Squibb.
- (14) This restricted stock unit was canceled in the merger in exchange for a cash payment of \$284,800.00, based on the merger consideration (\$16 per share) pursuant to a Merger Agreement between issuer and Bristol-Myers Squibb.
- (15) This restricted stock unit was canceled in the merger in exchange for a cash payment of \$160,768.00, based on the merger consideration (\$16 per share) pursuant to a Merger Agreement between issuer and Bristol-Myers Squibb.
- (16) This restricted stock unit was canceled in the merger in exchange for a cash payment of \$90,480.00, based on the merger consideration (\$16 per share) pursuant to a Merger Agreement between issuer and Bristol-Myers Squibb.
- (17) Receipt of the restricted stock units was deferred until March 5, 2016.
- (18) Receipt of the restricted stock units was deferred until February 7, 2013.
- (19) Receipt of the restricted stock units was deferred until February 7, 2010.
- (20) The restricted stock units vested ratably over four years beginning on March 3, 2008.

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.