

LONBERG NILS  
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 \*  
LONBERG NILS

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Sr. VP, Scientific Director

MEDAREX, INC., 521  
COTTONWOOD DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MILPITAS, CA 95035

(City) (State) (Zip)

**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)	\$ 7.16	09/01/2009	D		13,976	<u>(1)</u>	10/13/2013	Common Stock	13,976
stock option (right to buy)	\$ 5.61	09/01/2009	D		17,842	<u>(2)</u>	07/25/2014	Common Stock	17,842
stock option (right to buy)	\$ 9.9	09/01/2009	D		10,101	<u>(3)</u>	09/05/2015	Common Stock	10,101
stock option (right to buy)	\$ 3.43	09/01/2009	D		169,152	<u>(4)</u>	10/31/2009	Common Stock	169,14
stock option (right to buy)	\$ 3.43	09/01/2009	D		54,848	<u>(5)</u>	05/17/2010	Common Stock	54,848
stock option (right to buy)	\$ 14.89	09/01/2009	D		100,000	<u>(6)</u>	09/18/2011	Common Stock	100,00
stock option (right to buy)	\$ 8.11	09/01/2009	D		200,000	<u>(7)</u>	07/10/2012	Common Stock	200,00
stock option (right to buy)	\$ 6.33	09/01/2009	D		25,000	<u>(8)</u>	09/07/2013	Common Stock	25,000
stock option (right to buy)	\$ 7.16	09/01/2009	D		186,024	<u>(9)</u>	10/13/2013	Common Stock	186,02
stock option (right to buy)	\$ 5.61	09/01/2009	D		167,158	<u>(10)</u>	07/25/2014	Common Stock	167,15

buy)

stock option (right to buy)	\$ 9.9	09/01/2009	D	239,899	<u>(11)</u>	09/05/2015	Common Stock	239,899
stock option (right to buy)	\$ 14.92	09/01/2009	D	150,000	<u>(12)</u>	05/16/2017	Common Stock	150,000
stock option (right to buy)	\$ 9.07	09/01/2009	D	129,000	<u>(13)</u>	03/02/2018	Common Stock	129,000
stock option (right to buy)	\$ 3.72	09/01/2009	D	129,000	<u>(14)</u>	03/04/2019	Common Stock	129,000
Restricted Stock Units	<u>(15)</u>	09/01/2009	D	14,119	<u>(16)</u>	<u>(17)</u>	Common Stock	14,119
Restricted Stock Units	<u>(15)</u>	09/01/2009	D	43,000	<u>(18)</u>	<u>(19)</u>	Common Stock	43,000
Restricted Stock Units	<u>(15)</u>	09/01/2009	D	43,000	<u>(20)</u>	<u>(21)</u>	Common Stock	43,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LONBERG NILS MEDAREX, INC. 521 COTTONWOOD DRIVE MILPITAS, CA 95035			Sr. VP, Scientific Director	

## Signatures

NILS LONBERG	04/06/2009
**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 \$123,617.72, 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 \$185,467.59, 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 \$61,616.10, 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 \$2,126,240.60, 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 \$689,439.36, 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.
- (6) This option was canceled in the merger in exchange for a cash payment of \$111,000, 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 \$1,578,000, 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 \$241,750.00, 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 \$1,645,382.28, 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 \$1,737,607.41, 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) 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.
- (12) This option was canceled in the merger in exchange for a cash payment of \$162,750.00, 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.
- (13) This option was canceled in the merger in exchange for a cash payment of \$894,615.00, 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.
- (14) This option was canceled in the merger in exchange for a cash payment of \$1,584,120.00, 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.
- (15) Each Restricted Stock Unit represents a contingent right to receive one (1) share of Medarex, Inc. common stock.
- (16) This Restricted Stock Unit was canceled in the merger in exchange for a cash payment of \$225,904.00, based on the merger consideration (\$16 per share) pursuant to the merger agreement between issuer and Bristol-Myers Squibb.
- (17) Receipt of the Restricted Stock Units was deferred until February 23, 2010.
- (18)

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This Restricted Stock Unit was canceled in the merger in exchange for a cash payment of \$516,000.00, based on the merger consideration (\$16 per share) pursuant to the merger agreement between issuer and Bristol-Myers Squibb.

(19) The Restricted Stock Units vested ratably over four years beginning on April 3, 2009.

(20) This Restricted Stock Unit was canceled in the merger in exchange for a cash payment of \$688,000 based on the merger consideration (\$16 per share) pursuant to the merger agreement between issuer and Bristol-Myers Squibb.

(21) The Restricted Stock Units vested ratably over four years beginning on April 5, 2010.

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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