

NICHOL GEOFFREY  
 Form 4  
 September 03, 2009

**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 \*  
 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  
 Officer (give title below) \_\_\_ Other (specify below)  
 Senior Vice President

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 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		55,904	<u>(1)</u>	10/13/2013	Common Stock	55,904
Stock Option (Right to Buy)	\$ 5.61	09/01/2009	D		17,841	<u>(2)</u>	07/25/2014	Common Stock	17,841
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)	\$ 5.25	09/01/2009	D		200,000	<u>(4)</u>	09/08/2012	Common Stock	200,000
Stock Option (Right to Buy)	\$ 7.16	09/01/2009	D		144,096	<u>(5)</u>	10/13/2013	Common Stock	144,096
Stock Option (Right to Buy)	\$ 5.61	09/01/2009	D		167,159	<u>(6)</u>	07/25/2014	Common Stock	167,159
Stock Option (Right to Buy)	\$ 9.9	09/01/2009	D		239,899	<u>(7)</u>	09/05/2015	Common Stock	239,899
Stock Option (Right to Buy)	\$ 14.92	09/01/2009	D		110,000	<u>(8)</u>	05/16/2017	Common Stock	110,000
Stock Option (Right to Buy)	\$ 9.07	09/01/2009	D		120,000	<u>(9)</u>	03/02/2018	Common Stock	120,000
Stock Option (Right to Buy)	\$ 3.72	09/01/2009	D		120,000	<u>(10)</u>	03/04/2019	Common Stock	120,000

Buy)

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

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.