

Rubin Marc  
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 \*  
Rubin Marc

(Last) (First) (Middle)  
130 WALNUT STREET  
(Street)  
ENGLEWOOD, NJ 07631  
(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)

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 (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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|                             | Derivative Security |            | or Disposed of (D) (Instr. 3, 4, and 5) |           | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|-----------------------------|---------------------|------------|---|-----------|------------------|-----------------|--------------|----------------------------|
|                             |                     |            | Code                                    | V (A) (D) |                  |                 |              |                            |
| Stock Option (Right to Buy) | \$ 12.57            | 09/01/2009 | D                                       | 30,000    | (1)              | 11/29/2017      | Common Stock | 30,000                     |
| Stock Option (Right to Buy) | \$ 7.91             | 09/01/2009 | D                                       | 18,000    | (2)              | 05/14/2018      | Common Stock | 18,000                     |
| Stock Option (Right to Buy) | \$ 3.72             | 09/01/2009 | D                                       | 18,000    | (3)              | 03/04/2019      | Common Stock | 18,000                     |
| Restricted Stock Units      | (4)                 | 09/01/2009 | D                                       | 3,161     | (5)              | (7)             | Common Stock | 3,161                      |
| Restricted Stock Units      | (4)                 | 09/01/2009 | D                                       | 6,721     | (6)              | (7)             | Common Stock | 6,721                      |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Rubin Marc<br>130 WALNUT STREET<br>ENGLEWOOD, NJ 07631 | X             |           |         |       |

## 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).

This option was canceled in the merger in exchange for a cash payment of \$103,050.00, 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.

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(2) This option was canceled in the merger in exchange for a cash payment of \$145,620.00, 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.

(3) This option was canceled in the merger in exchange for a cash payment of \$221,040.00, 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) Each restricted stock unit represents a contingent right to receive one (1) share of Medarex, Inc. common stock.

(5) This restricted stock unit was canceled in the merger in exchange for a cash payment of \$50,576.00, based on the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.

(6) This restricted stock unit was canceled in the merger in exchange for a cash payment of \$107,536.00, based on the merger consideration (\$16 per share) pursuant to the Merger Agreement between issuer and Bristol-Myers Squibb.

(7) This restricted stock units vested ratably on each of the first, second and third anniversaries of the grant date and the receipt of the shares of common stock was deferred until the individual's retirement or separation of service from the Board.

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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