

Levy Richard S  
Form 3  
January 29, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Levy Richard S

(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
01/27/2009

3. Issuer Name and Ticker or Trading Symbol  
INCYTE CORP [INCY]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

EXPERIMENTAL  
STATION, ROUTE 141 AND  
HENRY CLAY RD

(Street)

WILMINGTON, DE 19880

(City) (State) (Zip)

Director 10% Owner  
 Officer  Other  
(give title below) (specify below)  
EVP, Chief Drug Dev&Medical  
Of

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 Beneficially Owned**

1. Title of Security  
(Instr. 4)

2. Amount of Securities Beneficially Owned  
(Instr. 4)

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and Expiration Date  
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Date Exercisable Expiration Date

Title Amount or Number of

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|                                |       |            |                 | Shares |          | or Indirect<br>(I)<br>(Instr. 5) |   |
|--------------------------------|-------|------------|-----------------|--------|----------|----------------------------------|---|
| Incentive Stock Options        | Â (1) | 08/17/2013 | Common<br>Stock | 35,000 | \$ 4.19  | D                                | Â |
| Non-Qualified Stock<br>Options | Â (2) | 02/12/2014 | Common<br>Stock | 8,440  | \$ 8.19  | D                                | Â |
| Incentive Stock Options        | Â (2) | 02/12/2014 | Common<br>Stock | 25,310 | \$ 8.19  | D                                | Â |
| Non-Qualified Stock<br>Options | Â (3) | 01/17/2015 | Common<br>Stock | 48,191 | \$ 8.99  | D                                | Â |
| Incentive Stock Options        | Â (3) | 01/17/2015 | Common<br>Stock | 11,809 | \$ 8.99  | D                                | Â |
| Non-Qualified Stock<br>Options | Â (4) | 01/12/2016 | Common<br>Stock | 43,749 | \$ 5.46  | D                                | Â |
| Incentive Stock Options        | Â (4) | 01/12/2016 | Common<br>Stock | 16,251 | \$ 5.46  | D                                | Â |
| Non-Qualified Stock<br>Options | Â (5) | 02/11/2014 | Common<br>Stock | 55,699 | \$ 7.09  | D                                | Â |
| Incentive Stock Options        | Â (5) | 02/11/2014 | Common<br>Stock | 4,301  | \$ 7.09  | D                                | Â |
| Non-Qualified Stock<br>Options | Â (6) | 02/07/2015 | Common<br>Stock | 83,917 | \$ 11.98 | D                                | Â |
| Incentive Stock Options        | Â (6) | 02/07/2015 | Common<br>Stock | 11,083 | \$ 11.98 | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                                  |
|---|---------------|-----------|---------|----------------------------------|
|   | Director      | 10% Owner | Officer | Other                            |
| Levy Richard S<br>EXPERIMENTAL STATION<br>ROUTE 141 AND HENRY CLAY RD<br>WILMINGTON, DE 19880 | Â             | Â         | Â       | EVP, Chief Drug Dev&Medical Of Â |

## Signatures

/s/ Richard S.                      01/29/2009  
Levy  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Beginning August 18, 2003, options become exercisable in 37 installments, with the first installment of 25% vesting after one year and the remainder vesting monthly over three years
- (2) Beginning February 13, 2004, options become exercisable in 37 installments, with the first installment of 25% vesting after one year and the remainder vesting monthly over three years
- (3) Beginning January 18, 2005, options become exercisable in 37 installments, with the first installment of 25% vesting after one year and the remainder vesting monthly over three years
- (4) Beginning January 13, 2006, options become exercisable in 37 installments, with the first installment of 25% vesting after one year and the remainder vesting monthly over three years
- (5) Beginning February 12, 2007, options become exercisable in 25 installments, with the first installment of 33.33% vesting after one year and the remainder vesting monthly over two years
- (6) Beginning February 8, 2008, options become exercisable in 25 installments, with the first installment of 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.

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