

Dietl Deanna  
Form 4  
September 03, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Dietl Deanna

(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)

VP, Human Resources

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | 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) | 8. D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|

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| (Instr. 3)                           | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |           | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
|--------------------------------------|------------------------------------|------------------|------------|--|-----------|---------------------|--------------------|-----------------|-------------------------------------|
|                                      |                                    |                  |            | Code   | V (A) (D) |                     |                    |                 |                                     |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 10.06                           | 09/01/2009       | D          |  | 15,000    | <u>(1)</u>          | 09/05/2015         | Common<br>Stock | 15,000                              |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 9.56                            | 09/01/2009       | D          |  | 2,826     | <u>(2)</u>          | 07/27/2016         | Common<br>Stock | 2,826                               |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 9.56                            | 09/01/2009       | D          |  | 17,174    | <u>(3)</u>          | 07/27/2016         | Common<br>Stock | 17,174                              |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 9.07                            | 09/01/2009       | D          |  | 15,536    | <u>(4)</u>          | 03/02/2018         | Common<br>Stock | 15,536                              |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 7.04                            | 09/01/2009       | D          |  | 3,959     | <u>(5)</u>          | 07/10/2012         | Common<br>Stock | 3,959                               |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 6.7                             | 09/01/2009       | D          |  | 10,938    | <u>(6)</u>          | 11/23/2013         | Common<br>Stock | 10,938                              |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 6.46                            | 09/01/2009       | D          |  | 4,062     | <u>(7)</u>          | 11/23/2013         | Common<br>Stock | 4,062                               |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 6.37                            | 09/01/2009       | D          |  | 6,041     | <u>(8)</u>          | 07/10/2012         | Common<br>Stock | 6,041                               |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 6.33                            | 09/01/2009       | D          |  | 9,200     | <u>(9)</u>          | 09/07/2013         | Common<br>Stock | 9,200                               |
| Stock<br>Option                      | \$ 5.61                            | 09/01/2009       | D          |  | 13,000    | <u>(10)</u>         | 07/25/2014         | Common<br>Stock | 13,000                              |

(Right to Buy)

|                             |         |            |   |        |      |            |              |        |
|-----------------------------|---------|------------|---|--------|------|------------|--------------|--------|
| Stock Option (Right to Buy) | \$ 5.19 | 09/01/2009 | D | 10,000 | (11) | 03/30/2019 | Common Stock | 10,000 |
|-----------------------------|---------|------------|---|--------|------|------------|--------------|--------|

|                             |         |            |   |        |      |            |              |        |
|-----------------------------|---------|------------|---|--------|------|------------|--------------|--------|
| Stock Option (Right to Buy) | \$ 3.72 | 09/01/2009 | D | 23,300 | (12) | 03/04/2019 | Common Stock | 23,300 |
|-----------------------------|---------|------------|---|--------|------|------------|--------------|--------|

|                             |         |            |   |       |      |            |              |       |
|-----------------------------|---------|------------|---|-------|------|------------|--------------|-------|
| Stock Option (Right to Buy) | \$ 3.43 | 09/01/2009 | D | 5,000 | (13) | 10/31/2009 | Common Stock | 5,000 |
|-----------------------------|---------|------------|---|-------|------|------------|--------------|-------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| Dietl Deanna<br>MEDAREX, INC.<br>707 STATE ROAD<br>PRINCETON, NJ 08540 |               |           | VP, Human Resources |       |

## 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 \$89,100.00, 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.
- (2) This option was canceled in the merger in exchange for a cash payment of \$18,213.57, 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 \$110,686.43, 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 \$107,742.16, 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.
- (5) This option was canceled in the merger in exchange for a cash payment of \$35,472.64, 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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- (6) This option was canceled in the merger in exchange for a cash payment of \$101,723.40, 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 \$38,771.79, 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 \$58,174.83, 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 \$88,964.00, 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 \$135,135.00, 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 \$108,150.00, 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) This option was canceled in the merger in exchange for a cash payment of \$286,124.00, 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.
- (13) This option was canceled in the merger in exchange for a cash payment of \$62,850.00, 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.

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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