

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Baker Brothers Life Sciences Capital (GP), LLC</u> _____ (Last) (First) (Middle) 667 MADISON AVENUE 17TH FLOOR _____ (Street) NEW YORK NY 10021 _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>INCYTE CORP [INCY]</u> _____ 3. Date of Earliest Transaction (Month/Day/Year) 09/24/2009			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)					

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾⁽²⁾	09/24/2009		A		1,848,200	A	\$6.75	8,929,705	I	Through Partnership ⁽³⁾

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 Derivative Security	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) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
4.75% Convertible Senior Note due 2015	\$8.78	09/24/2009		A		124,687,000		(4)	10/01/2015	Common Stock	14,201,252	\$100	124,687,000	I	Through Partnership ⁽³⁾
3.5% Subordinated Convertible Note due 2011	\$11.2185	09/24/2009		D		42,509,000		(4)	02/15/2011	Common Stock	3,789,187	\$97.88	0	I	Through Partnership ⁽³⁾
3.5% Senior Convertible Note due 2011	\$11.2185	09/24/2009		D		33,130,000		(4)	02/15/2011	Common Stock	2,953,157	\$98.74	0	I	Through Partnership ⁽³⁾

1. Name and Address of Reporting Person*
Baker Brothers Life Sciences Capital (GP), LLC

 (Last) (First) (Middle)
 667 MADISON AVENUE
 17TH FLOOR

 (Street)
 NEW YORK NY 10021

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BAKER FELIX

 (Last) (First) (Middle)
 BAKER BROTHERS ADVISORS
 667 MADISON AVENUE

 (Street)
 NEW YORK NY 10021

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BAKER JULIAN

 (Last) (First) (Middle)
 BAKER BROTHERS ADVISORS
 667 MADISON AVENUE

 (Street)

(Street)		
NEW YORK	NY	10021
(City)	(State)	(Zip)

Explanation of Responses:

1. This Form 4 is filed on behalf of a group consisting of Baker Brothers Life Sciences Capital (GP), LLC, Julian C. Baker and Felix J. Baker. The Reporting Persons are filing solely for informational purposes as if they were members of a group of such shareholders. The Reporting Persons disclaim that they and any other person or persons, in fact constitute a for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or Rule 13d-5 thereunder. Julian C. Baker is a director of the Issuer, and each of the other Reporting Persons may be deemed to be a director by deputization of the Issuer.
2. As the sole general partner of Baker Brothers Life Sciences Capital, L.P., Baker Brothers Life Sciences Capital (GP), LLC may be deemed to be the indirect beneficial owner of such securities under Rule 16a-1(a)(2) promulgated under the Exchange Act. However, pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, Baker Brothers Life Sciences Capital (GP), LLC disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest therein. As the controlling members of Baker Brothers Life Sciences Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to be the indirect beneficial owners of such securities under Rule 16a-1(a)(2) promulgated under the Exchange Act. However, pursuant to Rule 16a-1(a)(4) promulgated under the Exchange Act, each of Julian C. Baker and Felix J. Baker disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.
3. The securities of the Issuer are owned directly by Baker Brothers Life Sciences, L.P., a limited partnership the sole general partner of which is Baker Brothers Life Sciences Capital, L.P., a limited partnership the sole general partner of which is Baker Brothers Life Sciences Capital (GP), LLC. Julian C. Baker and Felix J. Baker are the controlling members of Baker Brothers Life Sciences Capital (GP), LLC. Baker Brothers Life Sciences Capital (GP), LLC, Julian C. Baker and Felix J. Baker may have indirect beneficial ownership of these securities. See Footnotes 1 and 2.
4. Immediately.

Remarks:

Julian C. Baker is a director of the Issuer. Solely for purposes of Section 16 of the Securities Exchange Act of 1934, each of the other Reporting Persons may be deemed a director by deputization because of their relationship with Julian C. Baker and each other.

<u>/s/ Julian C. Baker, as Managing Member of Baker Brothers Life Sciences Capital (GP), LLC</u>	<u>09/28/2009</u>
<u>/s/ Julian C. Baker</u>	<u>09/28/2009</u>
<u>/s/ Felix J. Baker</u>	<u>09/28/2009</u>
** Signature of Reporting Person	Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.