

**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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>DIXON WENDY L</u>  (Last) (First) (Middle) <u>1801 AUGUSTINE CUT-OFF</u>  (Street) <u>WILMINGTON DE 19803</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>INCYTE CORP [ INCY ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/06/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/06/2019		M		10,576	A	\$12.46	22,916	D	
Common Stock	11/06/2019		S		10,576	D	\$84.16 <sup>(1)(2)</sup>	12,340	D	
Common Stock	11/07/2019		M		1,540	A	\$12.46	13,880	D	
Common Stock	11/07/2019		S		1,540	D	\$83.6 <sup>(1)(3)</sup>	12,340	D	
Common Stock	11/08/2019		M		22,884	A	\$12.46	35,224	D	
Common Stock	11/08/2019		S		22,884	D	\$83.87 <sup>(1)(4)</sup>	12,340	D	
Common Stock	11/08/2019		M		18,334	A	\$12.46	30,674	D	
Common Stock	11/08/2019		S		18,334	D	\$83.87 <sup>(1)(4)</sup>	12,340 <sup>(5)</sup>	D	

**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					
Non Qualified Stock Option (right to buy)	\$12.46	11/06/2019		M			10,576	(6)	05/21/2020	Common Stock 10,576	\$0.00	24,424	D	
Non Qualified Stock Option (right to buy)	\$12.46	11/07/2019		M			1,540	(6)	05/21/2020	Common Stock 1,540	\$0.00	22,884	D	
Non Qualified Stock Option (right to buy)	\$12.46	11/08/2019		M			22,884	(6)	05/21/2020	Common Stock 22,884	\$0.00	0	D	
Non Qualified Stock Option (right to buy)	\$12.46	11/08/2019		M			18,334	(7)	05/21/2020	Common Stock 18,334	\$0.00	0	D	

**Explanation of Responses:**

- Reporting person undertakes to provide upon request by Securities and Exchange Commission, the issuer or a securityholder of the issuer detailed information regarding the price and number of shares sold within range indicated.
- Represents weighted average sale price. Actual sale prices ranged from \$84.10 - \$84.30.
- Represents weighted average sale price. Actual sale prices ranged from \$83.50 - \$83.70.

4. Represents weighted average sale price. Actual sale prices ranged from \$83.12 - \$84.21.
5. This includes an 1,520 aggregate of shares of common stock issuable pursuant to previously reported restricted stock units that have not vested.
6. Beginning May 21, 2010, options become exercisable in 37 installments, with the first 25.00% vesting on May 21, 2011 and the remainder vesting monthly over three years.
7. Beginning May 21, 2010, options become exercisable in full on May 21, 2011.

**Remarks:**

/s/ Michael J. Purvis, Attorney-  
In-Fact

11/08/2019

\*\* 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.**