

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* <b>TISCH JAMES S</b> _____ (Last) (First) (Middle) <b>C/O TISCH FAMILY INTERESTS</b> <b>667 MADISON AVENUE</b> _____ (Street) <b>NEW YORK NY 10021</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>INCYTE CORP [ INCY ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <b>02/11/2004</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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
5.5% Convertible Subordinated Notes due 2007 <sup>(1)</sup>	\$67.4195	02/11/2004		S			\$1,000,000	08/05/2002	02/01/2007	Common Stock	14,832	(2)	\$895,000	D	
5.5% Convertible Subordinated Notes due 2007	\$67.4195	02/11/2004		S			\$895,000	08/05/2002	02/01/2007	Common Stock	13,275	(3)	\$0	D	
5.5% Convertible Subordinated Notes due 2007	\$67.4195	02/11/2004		S			\$342,500	08/05/2002	02/01/2007	Common Stock	5,080	(3)	\$7,237,500	I	See footnote <sup>(4)</sup>
5.5% Convertible Subordinated Notes due 2007	\$67.4195	02/11/2004		S			\$3,237,500	08/05/2002	02/01/2007	Common Stock	48,020	(5)	\$4,000,000	I	See footnote <sup>(4)</sup>

**Explanation of Responses:**

1. Because of certain business and family relationships with other shareholders of the Issuer, the Reporting Person is filing solely for informational purposes as if he were a member of a group with such shareholders. However, the Reporting Person disclaims that he and any other person or persons in fact constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, or Rule 13d-5 thereunder or that he is the beneficial owner of, or has a pecuniary interest in, any securities owned by any other person.
2. 93.30% of the principal amount.
3. 97.75% of the principal amount.
4. Consists of notes owned by trusts of which the Reporting Person is trustee and beneficiary.
5. 98.25% of the principal amount.

/s/ James S. Tisch

02/13/2004

\*\* 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.