

**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>BAKER BIOTECH CAPITAL II GP LLC</u>  (Last) (First) (Middle) 655 Madison Avenue  (Street) New York NY 10021  (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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/19/2003	
		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, par value \$0.001 per share <sup>(1)</sup>	09/19/2003		P		556,350 <sup>(2)</sup>	A	\$5.0374	1,020,307 <sup>(3)</sup>	I	Through Partnerships <sup>(3)</sup>

**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)		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)					

1. Name and Address of Reporting Person\*  
BAKER BIOTECH CAPITAL II GP LLC  
 (Last) (First) (Middle)  
 655 Madison Avenue  
 (Street)  
 New York NY 10021  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BAKER JULIAN  
 (Last) (First) (Middle)  
 655 Madison Avenue  
 (Street)  
 New York NY 10021  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BAKER FELIX  
 (Last) (First) (Middle)  
 655 MADISON AVENUE  
 (Street)

NEW YORK NY 10021

(City) (State) (Zip)

**Explanation of Responses:**

1. In addition to Baker Biotech Capital II (GP), LLC, this Form 4 is being filed jointly by Felix J. Baker and Julian C. Baker, each of whom may be deemed to have a pecuniary interest in securities owned by it. Julian C. Baker is a director of the Issuer. Because of certain business and family relationships with other security holders of the Issuer, the Reporting Persons are filing solely for informational purposes as if they were members of a group with such security holders. However, the Reporting Persons disclaim that they and any other person 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 they are the beneficial owner of securities owned by such other persons.

2. Represents 492,300 shares purchased by Baker Biotech Fund II, L.P. and 64,050 shares purchased by Baker Biotech Fund II (Z), L.P.

3. Represents 956,257 shares owned by Baker Biotech Fund II, L.P. and 64,050 shares owned by Baker Biotech Fund II (Z), L.P., limited partnerships of which the sole general partner is Baker Biotech Capital II, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital II (GP), LLC. Felix J. Baker and Julian C. Baker are controlling members of Baker Biotech Capital II (GP), LLC.

/s/ Julian C. Baker 09/23/2003

/s/ Julian C. Baker, as  
Managing Member of Baker 09/23/2003  
Biotech Capital II (GP), LLC

/s/ Felix J. Baker 09/23/2003

\*\* 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.**