

NANOGEN INC  
Form 4  
August 02, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
SALTMARSH ROBERT

(Last) (First) (Middle)

10398 PACIFIC CENTER CT.

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NANOGEN INC [NGEN]

3. Date of Earliest Transaction (Month/Day/Year)  
07/29/2005

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, Chief Financial Officer

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 06/30/2005                           |  | P                              | 1,666 (1) \$ 3.264  | 1,666   | D  |  |
| Common Stock                    | 07/29/2005                           |  | A                              | 25,000 (2) \$ 0.001   | 26,666  | D  |  |

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

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SEC 1474 (9-02)

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**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 Underlying Security (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title        |
| Incentive Stock Option                     | \$ 6.21  |                                      |  |                                |   | 02/05/2005   | 01/05/2015  | Common Stock |
| Non-Qualified Stock Option                 | \$ 6.21  |                                      |  |                                |   | 02/05/2005   | 01/05/2015  | Common Stock |
| Incentive Stock Option                     | \$ 4.33  |                                      |  |                                |   | 12/31/2004   | 09/13/2014  | Common Stock |
| Non-Qualified Stock Option                 | \$ 4.33  |                                      |  |                                |   | 12/31/2004   | 09/13/2014  | Common Stock |
| Incentive Stock Option                     | \$ 4.4   | 07/29/2005                           |  | A                              | 1,348   | 01/29/2006 <sup>(3)</sup>                                | 07/29/2015  | Common Stock |
| Non-Qualified Stock Option                 | \$ 4.4   | 07/29/2005                           |  | A                              | 36,152  | 01/29/2006 <sup>(3)</sup>                                | 07/29/2015  | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| SALTMARSH ROBERT<br>10398 PACIFIC CENTER CT.<br>SAN DIEGO, CA 92121 |               |           | VP, Chief Financial Officer |       |

## Signatures

/S/ Robert  
Saltmarsh

08/02/2005

\*\*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) Shares purchased through ESPP.
- (2) Shares subject to a Restricted Stock Unit award which vest and become issuable on July 29, 2007
- (3) Option vests ratably on a monthly basis over a 2 year period beginning 6 months from date of grant with continued service.

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