#### INVITROGEN CORP

Form 4 March 05, 2007

# FORM 4

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

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)

(Last)

(Instr. 3)

1. Name and Address of Reporting Person \*

LUCIER GREGORY T

(First) (Middle)

(Street)

1600 FARADAY AVENUE

CARLSBAD, CA 92008

2. Issuer Name and Ticker or Trading

Symbol

INVITROGEN CORP [IVGN]

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

3.

03/01/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify below)

Chairman & CEO

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ 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

(City) (State) (Zip)

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year)

Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

4. Securities

5. Amount of Securities Beneficially Owned Following

Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect Beneficial (T)

7. Nature of Indirect Ownership (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

### Edgar Filing: INVITROGEN CORP - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Performance Shares	\$ 0	03/01/2007		A		400,000		<u>(1)</u>	(2)	Common Stock	400,000
Restricted Share Units	\$ 0	03/01/2007		A		4,761		(3)	<u>(4)</u>	Common Stock	4,761

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LUCIER GREGORY T 1600 FARADAY AVENUE CARLSBAD, CA 92008

Chairman & CEO

## **Signatures**

By: Joseph W. Secondine, Jr. For: Gregory T. Lucier

03/05/2007

\*\*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).
  - will vest on February 28, 2010, only if: 1) the price of our common stock meets certain targets in the interim; and 2) the CEO remains employed by the Company on February 28, 2010 (if the CEO's employment is terminated due to his death, his disability, a not-for-cause termination by the Company, or termination by the CEO for Good Reason, any tranche of performance shares associated with a target that
- (1) has been achieved will vest upon the termination). None of the performance shares will vest unless the average closing price of our common stock over a continuous twenty trading day period meets or exceeds \$80.00 per share, and then only five percent of the performance shares will vest. The remaining performance shares would be earned, based on achieving targeted closing prices for our common stock between \$80.00 and \$105.00 per share, and would vest on February 28, 2010.
- (2) These Performance Shares, once vested, do not expire.
- (3) The restricted share units shall vest 100% on the third anniversary of the grant date.
- (4) Once vested, restricted share units do not expire. They can be converted into shares of Invitrogen common stock upon the termination of service

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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