

SAWCH WILLIAM B
Form 4
November 24, 2008

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 *
SAWCH WILLIAM B

2. Issuer Name and Ticker or Trading Symbol
APPLIED BIOSYSTEMS INC.
[ABI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

APPLIED BIOSYSTEMS INC., 301 MERRITT 7

11/20/2008

Sr. V.P. and General Counsel

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

NORWALK, CT 06851-1070

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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		
Applied Biosystems Group Common Stock	11/20/2008		M		120	A	\$ 20.85	197,111.5636	D
Applied Biosystems Group Common Stock	11/20/2008		S		90	D	\$ 28.21	197,021.5636	D
	11/20/2008		A		29,115	A	\$ 0	226,136.5636	D

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Applied
Biosystems
Group
Common
Stock

Applied
Biosystems
Group
Common
Stock

11/20/2008 F 11,925 D \$ 27.975 214,211.5636 D

Applied
Biosystems
Group
Common
Stock

11/21/2008 D 214,211.5636 D (1) 0 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)

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 Underlying Security (Instr. 3 and 4)
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 20.85	11/20/2008		M	120	<u>(2)</u> 04/08/2012	Applied Biosystems Group Common Stock
Applied Biosystems Group Employee Stock Options-Right	\$ 28.2343 <u>(3)</u>	11/21/2008		D	42,200 <u>(3)</u>	<u>(4)</u> 06/17/2009	Applied Biosystems Group Common Stock

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to Buy									
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 28.2343 (3)	11/21/2008	D	42,200 (3)	(4)	06/17/2009	Applied Biosystems Group Common Stock	42	
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 55.0625 (3)	11/21/2008	D	42,200 (3)	(4)	12/27/2009	Applied Biosystems Group Common Stock	42	
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 55.0625 (3)	11/21/2008	D	42,200 (3)	(4)	12/27/2009	Applied Biosystems Group Common Stock	42	
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 100.4688 (3)	11/21/2008	D	3,980 (3)	(4)	03/17/2010	Applied Biosystems Group Common Stock	3	
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 100.4688 (3)	11/21/2008	D	96,020 (3)	(4)	03/17/2010	Applied Biosystems Group Common Stock	96	
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 100.4688 (3)	11/21/2008	D	42,200 (3)	(4)	03/17/2010	Applied Biosystems Group Common Stock	42	
Applied Biosystems Group Employee	\$ 61.4063 (3)	11/21/2008	D	42,200 (3)	(4)	06/15/2010	Applied Biosystems Group Common	42	

Stock Options-Right to Buy								Stock
Applied Biosystems Group Employee Stock Options-Right to Buy	\$ 34.625 (3)	11/21/2008	D	56,000 (3)	(4)	01/30/2017		Applied Biosystems Group Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAWCH WILLIAM B APPLIED BIOSYSTEMS INC. 301 MERRITT 7 NORWALK, CT 06851-1070			Sr. V.P. and General Counsel	

Signatures

/s/ Thomas P. Livingston, Attorney-In-Fact for William B. Sawch 11/24/2008

**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).

On November 21, 2008, the issuer was acquired by Invitrogen Corporation (renamed Life Technologies Corporation) pursuant to an Agreement and Plan of Merger dated as of June 11, 2008 (as amended, the "merger agreement"). All shares of the issuer's Applied Biosystems Group common stock ("ABI stock") held by the reporting person at the time of the merger were exchanged for merger consideration pursuant to the merger agreement. The merger consideration consists of the right to receive, at the election of each

(1) stockholder, either (1) \$17.10 in cash and 0.4543 of a share of Life Technologies common stock (plus an additional cash payment of \$1.05 per share paid as a merger consideration adjustment due to the trading price of ABI stock during a specified period of time prior to the merger), (2) \$38 in cash, or (3) 0.8261 shares of Life Technologies common stock (plus an additional cash payment of \$1.91 paid as a merger consideration adjustment due to the trading price of ABI stock during a specified period of time prior to the merger), in the case of (2) and (3) subject to proration in accordance with the merger agreement.

(2) These options originally became exercisable in four equal annual installments, commencing April 8, 2003. Effective January 20, 2005, the vesting of all of these options was accelerated. However, shares received upon the exercise of accelerated options were subject to a restriction on transfer (covering sales, gifts, pledges, and any other method of disposition) that remained in effect for some of the shares until April 8, 2006.

(3) Pursuant to the merger agreement, upon completion of the merger each outstanding award of options to purchase shares of ABI stock was converted into an award to purchase shares of Life Technologies Corporation common stock. Each new stock option award became an award to purchase shares of Life Technologies common stock in an amount equal to the product of (x) 0.8698, multiplied by (y) the number of shares of ABI stock underlying the stock option award outstanding as of closing (rounded down to the nearest share). The exercise price per share of each converted option is equal to the exercise price per share of the option prior to conversion divided by the exchange ratio of 0.8698 (rounded up to the nearest cent).

(4) All of these ABI stock options were fully vested and free from all restrictions upon the completion of the merger described in Note 1 above. Some of the options held by the reporting person and reported in Table II had vested at various dates prior to the merger. Pursuant to the merger agreement, options that had not vested prior to the merger became fully vested upon completion of the merger.

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