

THOMPSON JOHN D
Form 4
May 17, 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 *
THOMPSON JOHN D

2. Issuer Name and Ticker or Trading Symbol
INVITROGEN CORP [IVGN]

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
X Officer (give title below) ___ Other (specify below)
Svp

1600 FARADAY AVENUE

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(Street)

CARLSBAD, CA 92008

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Am or Num of S
				Code	V (A) (D)				
Non-Qualified Stock Option (right to buy)	\$ 34.51	05/16/2005	S		8,076	09/06/2003	09/06/2012	Common Stock	8,
Non-Qualified Stock Option (right to buy)	\$ 34.51	05/16/2005	S		5,361	09/06/2003	09/06/2012	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 34.51	05/16/2005	S		489	09/06/2003	09/06/2012	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 34.51	05/16/2005	S		1,407	09/06/2003	09/06/2012	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 34.51	05/16/2005	S		5,154	09/06/2003	09/06/2012	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 34.51	05/16/2005	S		700	09/06/2003	09/06/2012	Common Stock	7
Non-Qualified Stock Option (right to buy)	\$ 45.64	05/16/2005	S		600	02/28/2003	02/28/2012	Common Stock	6
Non-Qualified Stock Option (right to buy)	\$ 45.64	05/16/2005	S		400	02/28/2003	02/28/2012	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 45.64	05/16/2005	S		400	02/28/2003	02/28/2012	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 45.64	05/16/2005	S		400	02/28/2003	02/28/2012	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 45.64	05/16/2005	S		1,100	02/28/2003	02/28/2012	Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 45.64	05/16/2005	S		600	02/28/2003	02/28/2012	Common Stock	6

Non-Qualified Stock Option (right to buy)	\$ 61.05	05/16/2005	S	10,000	04/15/2005	10/15/2013	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 61.05	05/16/2005	S	8,639	04/15/2005	10/15/2013	Common Stock	8
Non-Qualified Stock Option (right to buy)	\$ 61.05	05/16/2005	S	111	04/15/2005	10/15/2013	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMPSON JOHN D 1600 FARADAY AVENUE CARLSBAD, CA 92008			Svp	

Signatures

By: John A. Cottingham For: John D.
Thompson

05/17/2005

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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